

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
Mariner Health Central Inc.)	Case No. 22-10877
)	
Debtor)	
)	
)	
)	
)	

In re:)	Chapter 11
)	
Parkview Operating Company, LP)	Case No. 22-10878
)	
Debtor)	
)	
)	

In re:)	Chapter 11
)	
Parkview Holding Company GP, LLC)	Case No. 22-10879

DECLARATION OF DOUGLAS ALLEN IN REPLY TO THE OBJECTION RE VENUE

I, Douglas B. Allen, declare as follows:

1. I am an Assistant District Attorney for the County of Santa Cruz California. I have been admitted to practice in California for 40 years, and admitted to the Northern, Eastern and Central Districts of California, the 9th Circuit and the Supreme Court.

2. I am a member of multiple ongoing and *ad hoc* task force groups of prosecutors investigating unlawful conduct in California skilled nursing facilities (“SNFs”). Together with

other local prosecutors and the Attorney General of California, we have been investigating the “Mariner Group of Companies” (“Mariner”), for unlawful conduct in their skilled nursing operations. The California Department of Justice first contacted Mariner’s skilled nursing operations management in 2019, pointing out that they appear to be understaffing and failing to comply with California law mandating report of incidents of elder/dependent abuse and endangerment.

3. Attached as Exhibit 1, is the condensed transcript of the Deposition of Kenneth Tabler taken by me on February 15, 2022, where at pages 22 through 26 he clearly testifies that Debtor, Mariner Health Central Inc. does not have offices outside of California, except to lease offices for the parent corporations.

4. Attached as Exhibit 2, are records downloaded from the California Secretary of State by me, reflecting the principal place of business of Tampa Avenue Property LLC is in California’s East Bay Area.

5. According to listings on the internet, *PharMerica* is a Fortune 1,000 company with offices all over the country and an office serving the California East San Francisco Bay, located at, 32980 Alvarado-Niles Rd # 836, Union City, California, exactly 20.8 miles to the Oakland, California, United States Bankruptcy Court at, 1300 Clay St, Oakland, California. Attached as Exhibit 3 is a Google Maps® showing the way to the Oakland Federal Courthouse.

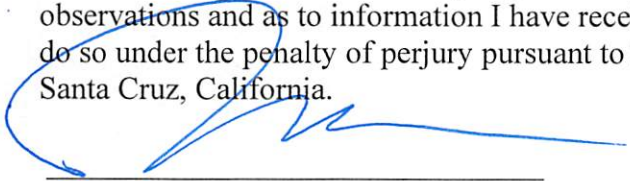
6. As Mr. Tabler testified on February 15, 2022, all of Mariner’s business is directed to its California Operations and nowhere else (Exhibit 1, pages 58-61).

7. The People have earnestly tried to work with Debtors for over a year to reach an agreement to improve the conditions of the residents. On October 4th, the People’s representatives met with Mariner all day and negotiated a preliminary injunction and a special

master order to allow both sides to investigate and remedy unlawful practices and conditions through the special masters. The People believed that an agreement had been reached regarding the order to be entered in State Court. No discussion of venue change occurred. However, the People expected Mariner to hold off on filing their motion for immediate relief under 11 USC §105, because the negotiated order would vitiate the need for further litigation. Mariner, none the less, filed their request for immediate relief. The People requested that they withdraw the motion in light of the agreement, but they refused. Instead, Mariner began to try to re-negotiate material terms of the agreement. The People were forced to defend the motion filed in the adversary proceeding.

8. The People filed a joinder of the *Ladesma* plaintiffs' motion because it was already on calendar and the People's joinder would avoid the waste of resources to set a separate motion.

I declare the foregoing to be true and correct of my own knowledge as to direct observations and as to information I have received, based upon my information and belief, and do so under the penalty of perjury pursuant to 28 USC §1746. Executed, October 20, 2022, at Santa Cruz, California.



Douglas B. Allen,
Assistant District Attorney

EXHIBIT

1

Kenneth Tabler
February 15, 2022

Page 1

SUPERIOR COURT OF CALIFORNIA
COUNTY OF ALAMEDA

PEOPLE OF THE STATE OF CALIFORNIA,
Plaintiff,

vs.

CASE NO:
RG21095881

MARINER HEALTH CARE INC., A DELAWARE
CORPORATION; NATIONAL SENIOR CARE, INC.,
A DELAWARE CORPORATION; MARINER HEALTH CARE
MANAGEMENT CO., A DELAWARE CORPORATION;
MARINER HEALTH CENTRAL INC., A DELAWARE
CORPORATION; ET. AL.

Defendants.

/

REMOTE VIDEOCONFERENCE DEPOSITION OF: KENNETH TABLER

DATE: TUESDAY, FEBRUARY 15, 2022

TIME: 9:04 A.M.

PLACE: REMOTE

REPORTER: CONNIE WEBB, CSR NO. 10811

Kenneth Tabler
February 15, 2022

Page 2	Page 4
<p>1 APPEARANCES</p> <p>2</p> <p>3 For the plaintiff:</p> <p>4 District Attorney of Santa Cruz</p> <p>5 DOUG ALLEN, ESQUIRE</p> <p>6 Assistant District Attorney</p> <p>7 701 Ocean Street, Suite 200</p> <p>8 Santa Cruz, California 95060</p> <p>9 (831) 454-2930</p> <p>10 Douglas.Allen@santacruzcounty.us</p> <p>11 District Attorney of Marin</p> <p>12 ANDRES PEREZ, ESQUIRE</p> <p>13 Deputy District Attorney</p> <p>14 3501 Civic Center Drive, Suite 145</p> <p>15 San Rafael, California 94903-4189</p> <p>16 (415) 473-6450</p> <p>17 Aperez@marincounty.org</p> <p>18 District Attorney of Alameda County</p> <p>19 LORI SCHNALL, ESQUIRE</p> <p>20 Deputy District Attorney</p> <p>21 1225 Fallon Street, Suite 900</p> <p>22 Oakland, California 94612-4208</p> <p>23 (510) 272-6222</p> <p>24 Lori.Schnall@acgov.org</p> <p>25 District Attorney of Los Angeles County</p> <p>SEZA MIKIKIAN, ESQUIRE</p> <p>Deputy District Attorney</p> <p>211 West Temple Street, Suite 1000</p> <p>Los Angeles, California 90012</p> <p>(213) 257-2450</p> <p>Smikikian@da.lacounty.gov</p> <p>For the defendant:</p> <p>DARRYL A. ROSS, ESQUIRE</p> <p>Mariner Health Central, Inc.</p> <p>5440 Trabuco Road</p> <p>Irvine, California 92620-5704</p> <p>949-238-7775</p> <p>daross@marinerhealthcare.com</p>	<p>1 WITNESS INDEX</p> <p>2</p> <p>3 WITNESS PAGE</p> <p>4</p> <p>5 KENNETH TABLER</p> <p>By Mr. Allen: 6</p> <p>6</p> <p>7</p> <p>8</p> <p>9 EXHIBIT INDEX</p> <p>10</p> <p>11 NO. DESCRIPTION MARKED</p> <p>12</p> <p>13 1 Second-amended Notice of Deposition 12</p> <p>14 2 Deponent's declaration in support of 12</p> <p>motion to quash service</p> <p>15</p> <p>16 3 Organizational chart 12</p> <p>17</p> <p>18</p> <p>19</p> <p>20</p> <p>21</p> <p>22</p> <p>23</p> <p>24</p> <p>25</p>
Page 3	Page 5
<p>1 APPEARANCES</p> <p>2 (continued)</p> <p>3</p> <p>4 Also present:</p> <p>5 Matt Clark</p> <p>6 Devin Ehrlich, general counsel</p> <p>7 Linda Taetz</p> <p>8 Kristy Prince Owen</p> <p>9</p> <p>10</p> <p>11</p> <p>12</p> <p>13</p> <p>14</p> <p>15</p> <p>16</p> <p>17</p> <p>18</p> <p>19</p> <p>20 DEPOSITION OF KENNETH TABLER, taken on behalf of</p> <p>21 the plaintiff in Eureka, California, on February 15,</p> <p>22 2022, at 9:04 a.m., before Connie Webb, CSR No. 10811.</p> <p>23</p> <p>24</p> <p>25</p>	<p>1 TUESDAY, FEBRUARY 15, 2022</p> <p>2 . . .</p> <p>3 9:04 A.M.</p> <p>4 . . .</p> <p>5</p> <p>6 THE REPORTER: Good morning, everyone.</p> <p>7 My name is Connie Webb, CSR 10811, and I'm</p> <p>8 located at my office in Eureka, California. Today's date</p> <p>9 is Tuesday, February 15, 2022, and the time is 9:04 a.m.</p> <p>10 This is the remote Zoom deposition of Kenneth</p> <p>11 Tabler in the matter of People of the State of California</p> <p>12 versus Mariner Health Care Inc., et al., case number</p> <p>13 RG21095881, taken on behalf of the plaintiff.</p> <p>14 This deposition and any transcript produced</p> <p>15 therefrom will be handled pursuant to California CCP</p> <p>16 2025.</p> <p>17 Will counsel please state your appearances</p> <p>18 starting with the noticing attorney?</p> <p>19 MR. ALLEN: Yes. Good morning. This is</p> <p>20 Douglas Allen. I'm an assistant district attorney with</p> <p>21 the County of Santa Cruz.</p> <p>22 MR. ROSS: Good morning. Darryl Ross and Matt</p> <p>23 Clark via Zoom for the defendants and for the witness.</p> <p>24 Also present in the room with me is Devin</p> <p>25 Ehrlich, general counsel; Linda Taetz who is president of</p>

2 (Pages 2 to 5)

Kenneth Tabler
February 15, 2022

<p style="text-align: right;">Page 6</p> <p>1 the different operating companies named in the lawsuit;</p> <p>2 and Kristy Prince Owen who's director of legal affairs</p> <p>3 for Mariner Health Central.</p> <p>4 Okay. Is that everyone?</p> <p>5 MR. ALLEN: We also have Seza Mikikian from the</p> <p>6 LA County's District Attorney's Office, Lori Schnall from</p> <p>7 the Alameda District Attorney's Office, and Andy Perez</p> <p>8 from the Marin County District Attorney's Office joining</p> <p>9 us to observe.</p> <p>10 THE REPORTER: Okay. And Mr. Tabler, if you</p> <p>11 could raise your right hand to be sworn?</p> <p>12</p> <p>13 KENNETH TABLER,</p> <p>14 a witness called on behalf of the plaintiff,</p> <p>15 having been first duly sworn to testify to the truth,</p> <p>16 the whole truth, and nothing but the truth, was</p> <p>17 examined and testified on his oath as follows:</p> <p>18 THE REPORTER: Thank you.</p> <p>19</p> <p>20 EXAMINATION</p> <p>21</p> <p>22 BY MR. ALLEN:</p> <p>23 Q Good morning, Mr. Tabler.</p> <p>24 A Good morning, Mr. Allen.</p> <p>25 Q Can you hear me all right?</p>	<p style="text-align: right;">Page 8</p> <p>1 side.</p> <p>2 Q If you'd be so kind as to put it away from</p> <p>3 where you are, I'd appreciate it.</p> <p>4 A Sure.</p> <p>5 Q If you want to consult with counsel, like I</p> <p>6 said, we'll be able happy to allow you to do that. I</p> <p>7 would very much prefer that you don't communicate with</p> <p>8 anybody by cell phone, including your attorneys, because</p> <p>9 that just complicates everything.</p> <p>10 And even if it's an innocent communication, I</p> <p>11 would much prefer you talk to them over the -- the Zoom</p> <p>12 either in a break out room or some fashion like that --</p> <p>13 or actually have a phone call with them during a break.</p> <p>14 That's -- that's --</p> <p>15 A Okay. I'm going to put it in a drawer so that</p> <p>16 I don't have access or see it. So...</p> <p>17 Q Great. Great.</p> <p>18 A Okay. I'm set.</p> <p>19 Q Very good. I'm sorry. I missed you in</p> <p>20 Baltimore.</p> <p>21 A Well, it's cold, about 12 degrees here. So I</p> <p>22 think you picked a good time to -- to do this via Zoom</p> <p>23 from California.</p> <p>24 Q Yes. Well, Mr. Perez and I were looking</p> <p>25 forward to enjoying the cold weather back there, but</p>
<p style="text-align: right;">Page 7</p> <p>1 A Yes, sir.</p> <p>2 Q Okay. So Mr. Tabler, you've had your</p> <p>3 deposition taken before. Can you give me a guesstimate</p> <p>4 as to how many times you think you've had your deposition</p> <p>5 taken?</p> <p>6 A I don't know the exact number, but I would say</p> <p>7 it's in excess of 20 times.</p> <p>8 Q Okay. So you understand that you're under oath</p> <p>9 and that everything you say is being taken down, that</p> <p>10 you're certainly entitled to take a break and consult</p> <p>11 with counsel.</p> <p>12 But if I have a question pending, I'm going to</p> <p>13 ask you to finish the answer before you do that. And</p> <p>14 that you have to be able to give clear testimony, so I</p> <p>15 assume you're not under any drugs or any other</p> <p>16 impediments to keep you from giving good testimony.</p> <p>17 You understand all of that, I assume?</p> <p>18 A Yes, I do.</p> <p>19 Q Okay. Just briefly, is there anyone else in</p> <p>20 the room with you today?</p> <p>21 A No.</p> <p>22 Q Do you have a cell phone with you?</p> <p>23 A Yes, I do.</p> <p>24 Q Where's the cell phone?</p> <p>25 A It's sitting on my desk right on my left-hand</p>	<p style="text-align: right;">Page 9</p> <p>1 that's one of the reasons I changed the arrangements.</p> <p>2 So can you give us your residence address,</p> <p>3 please?</p> <p>4 MR. ROSS: I'm sorry. Did you ask him for his</p> <p>5 residence address?</p> <p>6 MR. ALLEN: Yes.</p> <p>7 MR. ROSS: I'd object on privacy. Why do you</p> <p>8 need his home address?</p> <p>9 MR. ALLEN: So I know where he lives.</p> <p>10 MR. ROSS: Right. I'd object on privacy. I'd</p> <p>11 like to know --</p> <p>12 MR. ALLEN: I promise I won't disseminate it to</p> <p>13 the world. I have no intention of doing that. But being</p> <p>14 as it's important that I know the residence address in</p> <p>15 case we need to actually serve any kind of document</p> <p>16 directly upon Mr. Tabler, who's an officer of the</p> <p>17 company.</p> <p>18 MR. ROSS: I would object. I don't want his</p> <p>19 home address in a transcript. I've never had an issue.</p> <p>20 I'm happy, if he should leave the employ of Mariner</p> <p>21 Health Central, to provide his home address if I no</p> <p>22 longer represent him. But he certainly can be served at</p> <p>23 my office or at his business address.</p> <p>24 And there's no issue with you having his</p> <p>25 business address, but I do object on privacy grounds to</p>

Kenneth Tabler
February 15, 2022

Page 10		Page 12	
1	his home address, Mr. Allen.	1	MR. ALLEN: Okay. Now, I sent out three
2	MR. ALLEN: Well, Madam Court Reporter, would	2	exhibits. One is the notice -- the second-amended notice
3	you separately mark that question?	3	of your deposition.
4	THE REPORTER: Sure.	4	(Exhibit 1 marked.)
5	(Record marked.)	5	MR. ALLEN: Exhibit 2 is your declaration that
6	And if you -- we'll address this more later.	6	you filed in this action in support of the motion to
7	But if you continue to object and refuse to answer, I'll	7	quash service by Mariner Health Central, Mariner Health
8	let you know right now that I will probably cite you into	8	Care Management Company and National Senior Care.
9	superior court on a motion to compel. So --	9	(Exhibit 2 marked.)
10	MR. ROSS: Just so we're clear, you're entitled	10	MR. ROSS: Mr. Allen, I think you misspoke when
11	to compel any -- any testimony you believe is	11	you were naming the parties who are --
12	appropriate. And I'm entitled to assert objections,	12	MR. ALLEN: You are correct, Counsel. Not
13	including privacy.	13	Mariner Health Central. Mariner Health Care, Inc. Thank
14	So we don't need to get off on the wrong foot	14	you. National Senior Care and Mariner Health Care
15	here. So let's just move forward, and we'll see what	15	Management Company.
16	comes.	16	Q (By Mr. Allen) Did you -- do you have a copy of
17	MR. ALLEN: I understand my duties, Mr. Ross.	17	that with you?
18	You don't need to explain them to me.	18	A Yes. I -- I have in front of me the exhibits
19	Q (By Mr. Allen) Now, Mr. Tabler, in what city is	19	that you sent. So -- so I do have those in front of me
20	your home address?	20	right now.
21	A I really -- I don't live in a city. I live in	21	MR. ALLEN: Very good.
22	Upperco, Maryland.	22	And Exhibit 3 is a organizational chart that
23	Q Say that again. Upper what?	23	was attached to the declaration of Miss Owen.
24	A Upperco, Maryland.	24	(Exhibit 3 marked.)
25	Q Okay. And approximately how far is that from	25	Q (By Mr. Allen) Do you have that in front of

Page 11		Page 13	
1	Baltimore?	1	you?
2	A It's approximately 15 miles, maybe a half-hour,	2	A Yes, I do. Yes, sir.
3	45-minute drive.	3	Q Have you seen that organizational chart before?
4	Q Are you currently in Sparks, Maryland?	4	A Yes.
5	A Yes.	5	Q Are you familiar with it?
6	Q Or -- okay.	6	A Yes.
7	Are you at an office?	7	Q Okay. We'll come back to the organizational
8	A Yes. I'm at my office.	8	chart.
9	Q And your office -- is that the offices of one	9	Now, you indicate in your declaration you're an
10	of the Mariner entities, for instance, National Senior	10	officer and director of National Senior Care, Inc.
11	Care?	11	That's correct, I assume?
12	A It's at the office of Fundamental	12	A Yes.
13	Administrative Services.	13	Q And what officer are you?
14	Q Okay. So you have a -- a college degree from	14	A I -- I'm the president.
15	Loyola College in Baltimore, an accounting degree; is	15	Q Okay. Are there any other officers of National
16	that correct?	16	Senior Care, Incorporated?
17	A Yes, that's correct.	17	A Yes.
18	Q And you received that in 1980. You're just a	18	Q And who are they?
19	young guy. And you are also a certified public	19	A Devin Ehrlich.
20	accountant; is that correct?	20	Q Anyone else?
21	A Yes, that's correct.	21	A Just the two of us.
22	Q You obviously have a lot of years of business	22	Q Okay. And how many shareholders does National
23	experience, but you have no education following those	23	Senior Care have?
24	matters I just mentioned?	24	A National Senior Care has one shareholder.
25	A That -- that's correct.	25	Q Is that a member of the Grunstein family?

Kenneth Tabler
February 15, 2022

Page 14	<p>1 A Yes.</p> <p>2 Q Is it an individual? Or is it held in a trust?</p> <p>3 Or how is -- how is the stock held?</p> <p>4 A It's held by an individual.</p> <p>5 Q Now, my understanding is Harry Grunstein passed</p> <p>6 away; is that correct?</p> <p>7 A Yes, sir, he did.</p> <p>8 Q And so who is the holder of the shares now?</p> <p>9 A His -- his wife Emily Grunstein.</p> <p>10 Q Can you spell that, please?</p> <p>11 A G-R-U-N-S-T-E-I-N.</p> <p>12 Q And she spells Emily how?</p> <p>13 A E-M-I-L-Y, I think.</p> <p>14 Q Okay. Does National Senior Care have an</p> <p>15 office?</p> <p>16 A There -- it -- it has no formal office. I</p> <p>17 believe we use an Atlanta address for its business</p> <p>18 office.</p> <p>19 Q Okay. This Atlanta address, is it, like, an</p> <p>20 office suite of some kind? Or what -- can you describe</p> <p>21 it for me?</p> <p>22 A I believe it's an office in a law firm.</p> <p>23 Q Okay. What's the name of the law firm?</p> <p>24 A I don't have that memorized.</p> <p>25 Q Is the law firm affiliated or ever been</p>	Page 16	<p>1 for using the word "just."</p> <p>2 So Fundamental Administrative Services provides</p> <p>3 accounting and other financial-type administrative</p> <p>4 services; is that correct?</p> <p>5 A Yes.</p> <p>6 Q Is Fundamental Administrative Services, as an</p> <p>7 entity, providing services to any of the Mariner</p> <p>8 entities -- and by that, I would include all the entities</p> <p>9 we see in Exhibit 3?</p> <p>10 A Yes.</p> <p>11 Q And do they provide those services through you?</p> <p>12 A No. Fundamental Administrative Services has a</p> <p>13 contract with Mariner Health Central. So it provides</p> <p>14 services to that entity.</p> <p>15 Q Okay. And what types of services does it</p> <p>16 provide?</p> <p>17 A I'm going to categorize it as back office</p> <p>18 support. And I think you mentioned, Mr. Allen,</p> <p>19 accounting, tax, cost accounting or cost reports,</p> <p>20 those -- those types of support.</p> <p>21 Q Okay. Let's get back to National Senior Care</p> <p>22 for a moment.</p> <p>23 When did you become the president of National</p> <p>24 Senior Care?</p> <p>25 A I believe it was in my declaration, 2014.</p>
Page 15	<p>1 affiliated with Harry Grunstein's brother Leonard?</p> <p>2 A No.</p> <p>3 Q Okay. Does -- National Senior Care, does it</p> <p>4 have an office in Sparks, Maryland?</p> <p>5 A No.</p> <p>6 Q Is your company Fundamental Administrative</p> <p>7 Services in Sparks, Maryland?</p> <p>8 MR. ROSS: The question's vague. Object to the</p> <p>9 form.</p> <p>10 Q (By Mr. Allen) I may be a little less than</p> <p>11 articulate in describing it as "your company."</p> <p>12 Are you still affiliated with Fundamental</p> <p>13 Administrative Services?</p> <p>14 A Yes.</p> <p>15 Q And Fundamental Administrative Services is a</p> <p>16 company completely separate from the Mariner entities; is</p> <p>17 that correct?</p> <p>18 A That's correct.</p> <p>19 Q The ownership's completely different?</p> <p>20 A Yes. That -- the ownership is completely</p> <p>21 different.</p> <p>22 Q And you are one of several owners, I take it,</p> <p>23 of Fundamental Administrative Services?</p> <p>24 A I'm not an owner. I'm an employee.</p> <p>25 Q You're just an employee. Okay. I apologize</p>	Page 17	<p>1 Q And did you hold an officer position prior to</p> <p>2 2014?</p> <p>3 A Not with National Senior Care, no.</p> <p>4 Q You were acting as a consultant to National</p> <p>5 Senior Care prior to 2014?</p> <p>6 A Prior to that, I provided services through FAS</p> <p>7 to National Senior Care, so as a consultant, yes.</p> <p>8 Q And FAS -- by that you mean Fundamental</p> <p>9 Administrative Services?</p> <p>10 A Yes, sir.</p> <p>11 Q Okay. Okay. Prior to 2014, who was the</p> <p>12 president of National Senior Care?</p> <p>13 A I -- I don't know. I think it was</p> <p>14 Mr. Grunstein.</p> <p>15 Q Okay. And prior to 2014, was Mr. Ehrlich an</p> <p>16 officer of National Senior Care?</p> <p>17 A Yes.</p> <p>18 Q And prior to 2014, were there any other</p> <p>19 officers?</p> <p>20 A Not to my knowledge.</p> <p>21 Q Prior to 2014, National Senior Care was</p> <p>22 still -- had a sole shareholder at that time, it would</p> <p>23 have been Harry Grunstein?</p> <p>24 A That's correct.</p> <p>25 Q Okay. And so who hired you as the president?</p>

Kenneth Tabler
February 15, 2022

<p style="text-align: right;">Page 18</p> <p>1 I assume Emily Grunstein?</p> <p>2 MR. ROSS: Back in 2014?</p> <p>3 MR. ALLEN: In 2014, yes.</p> <p>4 THE WITNESS: In 2014, Mr. Grunstein was still</p> <p>5 alive.</p> <p>6 MR. ALLEN: Ah, okay.</p> <p>7 Q (By Mr. Allen) When did he pass away?</p> <p>8 A I believe -- and my timeframe with COVID has</p> <p>9 gotten very skewed. I believe it's a 2017, 2018</p> <p>10 timeframe.</p> <p>11 Q Okay. And between 2014 and now, have there</p> <p>12 been any other officers other than Mr. Ehrlich?</p> <p>13 A And myself, no.</p> <p>14 Q Okay. In what state is Mr. Ehrlich's address?</p> <p>15 A He lives in Georgia.</p> <p>16 Q Okay. Is the law firm where the office down</p> <p>17 there, is that a law firm that's associated with</p> <p>18 Mr. Ehrlich?</p> <p>19 MR. ROSS: Object to the form.</p> <p>20 THE WITNESS: When you say "associated," I -- I</p> <p>21 think it was a prior acquaintance. But I don't believe</p> <p>22 he worked there or has any other relationship with them.</p> <p>23 Q (By Mr. Allen) Okay. He wasn't an associate, a</p> <p>24 member or a partner or anything like that?</p> <p>25 A Correct.</p>	<p style="text-align: right;">Page 20</p> <p>1 just so I understand the exact language you used, sir?</p> <p>2 Q (By Mr. Allen) All we have for National Senior</p> <p>3 Care is you and Mr. Ehrlich as officers and the sole</p> <p>4 shareholder. There are no other employees, no other</p> <p>5 officers, directors, any other person that has anything</p> <p>6 to do with ownership or control of the company.</p> <p>7 A That's correct.</p> <p>8 Q Okay. Does the company have income?</p> <p>9 A When you say "company" at --</p> <p>10 Q Does National Senior Care have income?</p> <p>11 A No. It does not have a -- a regular stream of</p> <p>12 income.</p> <p>13 Q It doesn't have any source of revenue?</p> <p>14 A Correct.</p> <p>15 Q How does it pay a lease?</p> <p>16 A Those -- those funds are advanced and paid by</p> <p>17 Mariner Health Central.</p> <p>18 Q Okay. Is -- does Mariner Health Central do</p> <p>19 centralized accounting for National Senior Care, Mariner</p> <p>20 Health Care Management and Mariner Health Care, Inc.?</p> <p>21 A Yes. That entity would be responsible for --</p> <p>22 for those functions.</p> <p>23 Q Okay. Does the Grunstein family have any</p> <p>24 ownership in Mariner Health Central?</p> <p>25 A Only an indirect ownership through -- through</p>
<p style="text-align: right;">Page 19</p> <p>1 Q Okay. Does the law firm where this nominal</p> <p>2 office is, do they do corporate formation and other</p> <p>3 corporate advice for the company?</p> <p>4 A To my knowledge, we've never used them. I</p> <p>5 don't know -- Mr. Ehrlich may have had a conversation,</p> <p>6 but I've never been involved in any discussions with</p> <p>7 them. And -- and I don't believe I've ever seen an</p> <p>8 invoice for services.</p> <p>9 Q So they just provide a -- a nominal location</p> <p>10 for the company; is that correct?</p> <p>11 A I don't know nom -- I think they provide an</p> <p>12 office. I believe there's a lease.</p> <p>13 Q Do you know how much the lease costs?</p> <p>14 A No, I don't.</p> <p>15 Q National Senior Care doesn't have any</p> <p>16 employees, correct?</p> <p>17 A That's correct.</p> <p>18 Q So the only two people other than -- the only</p> <p>19 three people affiliated with National Senior Care, in</p> <p>20 terms of its ownership and control, is you, Mr. Ehrlich</p> <p>21 and then the sole shareholder?</p> <p>22 MR. ROSS: Object to the form of the question.</p> <p>23 Calls for a legal conclusion.</p> <p>24 But go ahead, Mr. Tabler.</p> <p>25 THE WITNESS: Could you repeat the question</p>	<p style="text-align: right;">Page 21</p> <p>1 National Senior Care. They do not have direct ownership</p> <p>2 of -- of Mariner Health Central from the standpoint of</p> <p>3 owning any -- you know, a percentage of that entity.</p> <p>4 Q Okay. You get paid a salary at National Senior</p> <p>5 Care?</p> <p>6 A No.</p> <p>7 Q Does Miss -- do you know if Mr. Ehrlich gets</p> <p>8 paid a salary at National Senior Care?</p> <p>9 A Yes, I know. And he does not.</p> <p>10 Q Okay. And when I say "at," I should have said</p> <p>11 "from" National Senior Care.</p> <p>12 So National Senior Care doesn't have any</p> <p>13 payroll. It doesn't have any source of revenue other</p> <p>14 than to get advances to pay its expenses from Mariner</p> <p>15 Health Central; is that correct?</p> <p>16 A Correct.</p> <p>17 Q Does National Senior Care, other than owning</p> <p>18 Mariner Health Care, Inc. have ownership in any other</p> <p>19 subsidiary or entity?</p> <p>20 A I'm sorry. That -- you're asking me what --</p> <p>21 what National Senior Care -- it only owns Mariner Health</p> <p>22 Care, Inc.</p> <p>23 Q Okay. That's -- that's exactly what I was</p> <p>24 getting at.</p> <p>25 Okay. And feel free to refer to Exhibit 3 if</p>

Kenneth Tabler
February 15, 2022

Page 22	<p>1 you want 'cause I'm doing that. So let's -- let's turn</p> <p>2 to Mariner Health Care, Inc.</p> <p>3 Are you an officer with Mariner Health Care,</p> <p>4 Inc.? I think you said you were.</p> <p>5 A Yes, sir.</p> <p>6 Q And what officer are you?</p> <p>7 A My entitle and office is president.</p> <p>8 Q Are there any other officers?</p> <p>9 A Devin Ehrlich.</p> <p>10 Q Do either you or Mr. Ehrlich receive a salary</p> <p>11 from Mariner Health Care, Inc.?</p> <p>12 A No.</p> <p>13 Q Does Mariner Health Care, Inc. have a stream of</p> <p>14 revenue?</p> <p>15 A No.</p> <p>16 Q Does -- Mariner Health Care, Inc. does not have</p> <p>17 any employees, correct?</p> <p>18 A That's correct, sir.</p> <p>19 Q And it's sole shareholder is National Senior</p> <p>20 Care, inc.?</p> <p>21 A Correct.</p> <p>22 Q Does Mariner Health Care, Inc. have an office?</p> <p>23 A It uses that Georgia address as its office.</p> <p>24 Q And as Mariner Health Central advances the cost</p> <p>25 of that office for National Senior Care, so does it also</p>	Page 24	<p>1 employees.</p> <p>2 Q Does it have any property?</p> <p>3 A No.</p> <p>4 Q Does it share the same office in Georgia with</p> <p>5 National Senior Care and Mariner Health Care, Inc.?</p> <p>6 A Yes, sir.</p> <p>7 Q At the law firm there?</p> <p>8 A Correct.</p> <p>9 MR. ALLEN: I'm sorry. Gentleman, I'm going to</p> <p>10 get a lozenge so I don't cough into the microphone all</p> <p>11 the time. Pardon me.</p> <p>12 Q (By Mr. Allen) Now, there's -- there's another</p> <p>13 entity called MHC Recruiting Company.</p> <p>14 Do you see that? That's on Exhibit 3.</p> <p>15 A Yes.</p> <p>16 Q What is MAC Recruiting Company?</p> <p>17 A It's a entity that was established to provide</p> <p>18 recruiting services, particularly oversees recruiting of</p> <p>19 nurses to -- to help alleviate, you know, the -- the</p> <p>20 employment shortage. So it -- it was formed to, as its</p> <p>21 name suggests, to -- to facilitate recruiting on behalf</p> <p>22 of Mariner.</p> <p>23 Q When was it formed?</p> <p>24 A I believe that is a new entity within two or</p> <p>25 three years --</p>
Page 23	<p>1 advance the cost of the office on behalf of Mariner</p> <p>2 Health Care, Inc.?</p> <p>3 A Well, I just -- just want to be clear that I</p> <p>4 think the lease is actually in the name of Mariner Health</p> <p>5 Central, Inc.</p> <p>6 Q Okay.</p> <p>7 A And those other entities also use that address.</p> <p>8 So they don't have separate leases for each of those</p> <p>9 entities with that law firm.</p> <p>10 Q Okay. All right.</p> <p>11 Now, on our organizational chart, there is a</p> <p>12 line to a company called Mariner Health Care Management</p> <p>13 Company. Do you see that?</p> <p>14 A I'm sorry. There was a little noise. So I</p> <p>15 think you were telling me on the org chart, Mariner</p> <p>16 Health Care, Inc. also has an ownership with -- to</p> <p>17 Mariner Health Care Management Company. Is that the</p> <p>18 question, sir?</p> <p>19 Q Well, there's a line drawn there. And I was</p> <p>20 going to ask you, is that an ownership interest?</p> <p>21 A Yes.</p> <p>22 Q And what is Mariner Health Care Management</p> <p>23 Company?</p> <p>24 A It is a holding company. At this point, it</p> <p>25 doesn't have any activity, or it holds -- it has no</p>	Page 25	<p>1 Q Okay.</p> <p>2 A -- is the timeframe.</p> <p>3 Q Does it have any officers?</p> <p>4 A It does. But -- but at this point, it's new.</p> <p>5 And I don't do a lot with it. So I'm not sure exactly</p> <p>6 who the officers are of that entity.</p> <p>7 Q Does it have a source of revenue?</p> <p>8 A I -- I believe it -- the way it's established</p> <p>9 is that it would earn fees in terms of whatever costs or</p> <p>10 it needed to recover on behalf of the various recruiting</p> <p>11 expenses that -- that it would incur from the facilities.</p> <p>12 Q Do you have a contact with the company that you</p> <p>13 work with?</p> <p>14 MR. ROSS: I'm sorry. I apologize.</p> <p>15 What was the question, Mr. Allen? Or could we</p> <p>16 read it back?</p> <p>17 MR. ALLEN: Do you have a contact with the</p> <p>18 company that you work with?</p> <p>19 MR. ROSS: Thank you.</p> <p>20 THE WITNESS: I believe Devin Ehrlich is much</p> <p>21 more involved with that. And I believe because of</p> <p>22 the -- the nature of what they do, we -- we had some</p> <p>23 assistance with outside law firms with the various</p> <p>24 requirements and treaties and visas, that sort of thing.</p> <p>25 Q (By Mr. Allen) Okay. Now, they're recruiting</p>

Kenneth Tabler
February 15, 2022

Page 26	<p>1 health care personnel, nurses in particular; is that</p> <p>2 correct?</p> <p>3 A Yes.</p> <p>4 Q And for whom are they recruiting the nurses and</p> <p>5 other health care personnel?</p> <p>6 A For the -- the various Mariner facilities.</p> <p>7 Q When you say the "various Mariner facilities,"</p> <p>8 are you referring to 18 facilities in California?</p> <p>9 A I believe there's 20, but of those 18, yes.</p> <p>10 Yes.</p> <p>11 Q Okay. So they're -- in terms of the health</p> <p>12 care facilities we're referring to for which this</p> <p>13 recruiting would be done, there's 20 facilities in</p> <p>14 California; is that correct?</p> <p>15 A Yes.</p> <p>16 Q Okay. There's no facilities outside of</p> <p>17 California; is that correct?</p> <p>18 A During -- there were at one point. I don't</p> <p>19 know your timeframe. But since I've been involved with</p> <p>20 this company, that is true.</p> <p>21 Q Okay. Yes. There was a lot of involvement</p> <p>22 with a large number of facilities going back to the days</p> <p>23 of SAVA and some of the formation of these companies, but</p> <p>24 all that's been divested; is that correct?</p> <p>25 A That's -- that's correct.</p>	Page 28	<p>1 A I believe in Oakland, we have a billing office,</p> <p>2 which is -- you know, could -- could accommodate, you</p> <p>3 know, 20, 25 people. But if people need it, they can use</p> <p>4 that location.</p> <p>5 Q And that's in Oakland, California?</p> <p>6 A Yes, sir.</p> <p>7 Q Can you give me the address of that office?</p> <p>8 A I -- I don't have that memorized. I've been</p> <p>9 there. Usually I'm with someone. And so I don't have to</p> <p>10 navigate. So I don't know the address.</p> <p>11 Q Do you remember what street it's on?</p> <p>12 A No. I -- I think it's on the main street, but</p> <p>13 that doesn't mean anything.</p> <p>14 Q All right.</p> <p>15 A There's a good restaurant down the street. But</p> <p>16 other than that, I don't know too much about it.</p> <p>17 Q Well, maybe we'll get to go there some day.</p> <p>18 Okay. Thank you.</p> <p>19 So are you the president of Mariner Health</p> <p>20 Central as well?</p> <p>21 A Yes, sir.</p> <p>22 Q Okay. So how many officers does Mariner Health</p> <p>23 Central have?</p> <p>24 A Mariner Health Central, I believe, has -- has</p> <p>25 several, but Devin Ehrlich and myself are officers.</p>
Page 27	<p>1 Q Okay. So does Mariner Health Care Management</p> <p>2 Company actually do anything other than just hold the</p> <p>3 shares to Mariner Health Central and this recruiting</p> <p>4 company?</p> <p>5 A At this point, yeah. That's correct. It's a</p> <p>6 holding company.</p> <p>7 Q And that's all it does?</p> <p>8 A Correct.</p> <p>9 Q Okay. Now, Mariner Health Central is now the</p> <p>10 primary administrative, as you would say, back office</p> <p>11 function company for the Mariner facilities in</p> <p>12 California; is that right?</p> <p>13 A Yes.</p> <p>14 Q And, of course, they also do the work for</p> <p>15 National Senior Care, Mariner Health Care, Inc. and</p> <p>16 Mariner Health Care Management Company to the extent they</p> <p>17 need it?</p> <p>18 A That's correct.</p> <p>19 Q Okay. Where is Mariner Health Central, Inc.'s</p> <p>20 office?</p> <p>21 A We -- we really don't have a physical location.</p> <p>22 Our consultants -- we're like a sales force. You put the</p> <p>23 sales force out in the field. And we want those people,</p> <p>24 you know, serving the clients.</p> <p>25 Q Okay. Does it have a nominal office somewhere?</p>	Page 29	<p>1 Q Okay. What's Mr. Ehrlich's position with</p> <p>2 Mariner Health Central?</p> <p>3 A I think he's an executive vice president and</p> <p>4 general counsel.</p> <p>5 Q Okay. Is there -- is there a consolidated tax</p> <p>6 return or tax accounting for National Senior Care,</p> <p>7 Mariner Health Care, Inc., Mariner Health Care Management</p> <p>8 Company with Mariner Health Central, Inc.?</p> <p>9 A Yes.</p> <p>10 Q Okay. In other words, you don't file a</p> <p>11 different return for each one? They're all consolidated</p> <p>12 and filed together to report to the various government</p> <p>13 agencies.</p> <p>14 A That -- that's correct.</p> <p>15 Q Okay. Does the Grunstein shareholder receive</p> <p>16 income from -- passed on through the various accounting</p> <p>17 ultimately out of National Senior Care?</p> <p>18 A She -- she receives a salary from -- from</p> <p>19 Mariner Health Central.</p> <p>20 Q Okay. Does Mariner Health Central pay</p> <p>21 dividends to its shareholder?</p> <p>22 A I believe in 2012, we paid a dividend, but no</p> <p>23 dividends have been paid since that date.</p> <p>24 Q Okay. So if Mariner Health Central paid a</p> <p>25 dividend, that would have to actually pass through the</p>

Kenneth Tabler
February 15, 2022

Page 30		Page 32
1 other three entities in order to actually get back to the	1 Q Okay. And it doesn't have a stream of revenue?	
2 Grunstein family; is that right?	2 A Correct.	
3 MR. ROSS: Object to the form. The question's	3 Q Okay. Then we get to GrandCare, LLC.	
4 vague.	4 Does that have any employees?	
5 MR. ALLEN: Just trying to understand the	5 A No.	
6 accounting here.	6 Q Does grand -- are you and Mr. Ehrlich the	
7 MR. ROSS: Sure.	7 officers of GrandCare, LLC -- or should I say members?	
8 THE WITNESS: Well, it -- it never -- it had,	8 A Officers is the correct term.	
9 you know, several years ago. But -- but we haven't paid	9 Q Officers is the correct term.	
10 dividends in such a long time. I really can't -- that	10 You're the managers of GrandCare, LLC?	
11 would theoretically be the flow. And what all that would	11 A Correct. Yes.	
12 involve, I haven't had to think about all that for a	12 Q Okay. And does it have any members other than	
13 while. But that would be the flow.	13 MAC West Holding Company?	
14 Q (By Mr. Allen) Okay. So in terms of actual	14 MR. ROSS: So I'll just interpose an objection.	
15 income to the Grunstein family, Emily in particular, the	15 It's vague as to time.	
16 only way that that's paid in recent history, at least	16 MR. ALLEN: At this time?	
17 since 2012, has been via salary from Mariner Health	17 THE WITNESS: To answer at this time, it has no	
18 Care -- excuse me, Mariner Health Central, Inc.?	18 other members other than MAC West Holding Company.	
19 A That's correct.	19 Q (By Mr. Allen) Okay. Now at one point, if I	
20 Q Okay. Let's turn to -- well, let me ask you	20 understand correctly, GrandCare, LLC actually held a	
21 this question, is there a company that has an office in	21 number of the licenses for the skilled nursing	
22 Texas that's associated with the Mariner companies?	22 facilities. It was actually the licensee for the skilled	
23 A Not to my knowledge. We have some employees --	23 nursing facilities in California; is that correct?	
24 one who may work out of their home. But I'm not renting	24 A That's correct.	
25 or providing -- no -- an office building in Texas.	25 Q But that's no longer the case. They have	

Page 31		Page 33
1 Q Okay. There used to be an address at 5300 Sam	1 individual operating companies that are the licensees	
2 Houston Parkway in north Houston, but nobody holds that	2 now; is that correct?	
3 office anymore?	3 A That's correct.	
4 A I believe in 2011 -- nothing since 2011 or '12.	4 Q And does GrandCare, LLC own any real estate?	
5 Q Okay. So as we -- as we look at Exhibit 3, you	5 A No.	
6 see below Mariner Health Care, Inc., that it has a	6 Q Okay. Does it have -- you have a GC Holding	
7 hundred percent ownership in MHC Holding Company.	7 Company 2, a GC Holding Company that it seems to have a	
8 Does that have any employees?	8 hundred percent membership, meaning that would be	
9 A No, sir.	9 synonymous with ownership; is that correct?	
10 Q And are you an officer of that company? Are	10 A That's correct.	
11 you the president of that company?	11 Q Those entities, do they own or operate real	
12 A Yes, I am.	12 estate at GC Holding Company and GC Holding Company 2?	
13 Q And does it also only have two officers, you	13 A They do not.	
14 and Mr. Ehrlich?	14 Q Okay. So if we're to look a little -- first of	
15 A That's correct.	15 all, I want to go back to the -- the title of this chart.	
16 Q And it's sole -- does it share an office	16 It says, Mariner California Lease Hold Interest	
17 address in the same law firm as National Senior Care?	17 as of 2021. Do you see that?	
18 A Yes.	18 A Yes, I do.	
19 Q Okay. And does it have a stream of revenue?	19 Q And on the second page, it says the same thing	
20 A No.	20 except it says, "Continued."	
21 Q Okay. And it holds -- MAC West Holding	21 So other than the companies we see on this	
22 Company, is it also another holding company with just the	22 chart -- and there's a little note here on the upper	
23 same two officers and the nominal office at the law firm	23 left. We'll get to that in a moment. But are there --	
24 in Georgia?	24 does this chart show all the operating companies that	
25 A Correct.	25 operate skilled nursing facilities in California?	

Kenneth Tabler
February 15, 2022

<p style="text-align: right;">Page 34</p> <p>1 A I believe it does. I believe just -- there is</p> <p>2 a GC Holding Company 3 that's been established. But I</p> <p>3 think all the operating entities are on these two pieces</p> <p>4 of paper you have.</p> <p>5 Q What does the GC Holding Company 3 do?</p> <p>6 A It's a holding company without any -- at this</p> <p>7 point, it has no interest. But it's been formed.</p> <p>8 Q Okay. Now, there has been developed real</p> <p>9 estate operating companies to actually own the real</p> <p>10 estate that is owned by the Mariner group of companies in</p> <p>11 California; is that right?</p> <p>12 A What -- what is your -- Mariner, at this point,</p> <p>13 does not have any real estate holdings in California.</p> <p>14 Q All the real estate holdings have been divested</p> <p>15 into another company?</p> <p>16 A They've been divested, correct.</p> <p>17 Q Okay. Does Emily Grunstein have an interest in</p> <p>18 any of those other real estate companies?</p> <p>19 A No.</p> <p>20 Q Okay. So when we look at the companies that</p> <p>21 are on our chart here, we're looking at companies that</p> <p>22 are all involved in the operation of the skilled nursing</p> <p>23 facilities in California; is that correct?</p> <p>24 MR. ROSS: Object to the form.</p> <p>25 MR. ALLEN: I beg your pardon?</p>	<p style="text-align: right;">Page 36</p> <p>1 companies that are all involved in the</p> <p>2 operation of the skilled nursing facilities</p> <p>3 in California; is that correct?"</p> <p>4 MR. ALLEN: Feel free to explain what you don't</p> <p>5 know about that question.</p> <p>6 A I guess where I have a little trouble, you use</p> <p>7 the word "involved." And obviously, you know, we've gone</p> <p>8 through a number of companies and entities, and some are</p> <p>9 holding companies.</p> <p>10 So I -- sometimes I -- and I don't want to be</p> <p>11 misquoted, or I don't want to be misunderstood. When you</p> <p>12 use the word "involved" -- you know, I'm not referring to</p> <p>13 direct operations. I just want to -- there's nothing</p> <p>14 hidden, is there? Or that's what I'm just trying to</p> <p>15 grapple with is I --</p> <p>16 Q And that's a fair concern.</p> <p>17 So I understand that some of the companies are</p> <p>18 merely holding companies. They don't have any active</p> <p>19 business. They don't even have a revenue stream. We've</p> <p>20 talked about that.</p> <p>21 But there's no other business out there in some</p> <p>22 entity that is held, that is doing business other than</p> <p>23 doing the skilled nursing business in California, except</p> <p>24 we did talk about the recruiting company. But that's</p> <p>25 recruiting people for the purposes of the California</p>
<p style="text-align: right;">Page 35</p> <p>1 MR. ROSS: Just objecting to the form.</p> <p>2 MR. ALLEN: Oh.</p> <p>3 MR. ROSS: It's -- question's --</p> <p>4 MR. ALLEN: I'll point out, Counsel, that's not</p> <p>5 an objection.</p> <p>6 MR. ROSS: I can make the specific ones. But</p> <p>7 some attorneys don't like speaking objections. So it's</p> <p>8 vague.</p> <p>9 MR. ALLEN: I don't -- vague is a specific</p> <p>10 objection. That is a good one.</p> <p>11 MR. ROSS: Okay.</p> <p>12 MR. ALLEN: And I understand. And I --</p> <p>13 Q (By Mr. Allen) Mr. Tabler, I forgot my question</p> <p>14 now.</p> <p>15 A Do you want to have the court reporter read it</p> <p>16 or --</p> <p>17 MR. ALLEN: Yeah.</p> <p>18 MR. ROSS: And objecting to the form is, to my</p> <p>19 knowledge, an appropriate objection. But maybe we can</p> <p>20 talk about that some other time.</p> <p>21 MR. ALLEN: Okay. Madam Court Reporter, what</p> <p>22 was my question? Can you read it back?</p> <p>23 THE REPORTER: Sure. One second.</p> <p>24 "Q So when we look at the companies</p> <p>25 that are on our chart here, we're looking at</p>	<p style="text-align: right;">Page 37</p> <p>1 skilled nursing; is that correct?</p> <p>2 A Correct.</p> <p>3 Q Okay. And when I look at this chart, it's not</p> <p>4 showing me the holding of any real estate in California</p> <p>5 by any of these entities. That's all been divested into</p> <p>6 something separate. That's not affiliated with this</p> <p>7 group of companies?</p> <p>8 A That -- that's correct.</p> <p>9 Q Okay. There's two -- on page one, there's two</p> <p>10 blanks that have been blacked out.</p> <p>11 Do you know why that is?</p> <p>12 A I believe that it was a divested entity three</p> <p>13 or four years ago. So it's really no longer operational.</p> <p>14 Q Do you remember what entity that was?</p> <p>15 A Double Tree in Sacramento. The lease ended.</p> <p>16 And we -- we didn't renew the lease.</p> <p>17 Q Okay. Is that true -- on page two, there's</p> <p>18 another couple of blanks. Is that because of another</p> <p>19 entity that's been divested?</p> <p>20 A I -- I believe so. But I -- I'm a little less</p> <p>21 clear on that blank out than the first blank out.</p> <p>22 Q Okay.</p> <p>23 A But I believe that's why.</p> <p>24 Q All right. The -- so the function of Mariner</p> <p>25 Health Care -- Health Central, Inc. is to do the</p>

Kenneth Tabler
February 15, 2022

Page 38	<p>1 administrative functions not only for the holding</p> <p>2 companies but for the skilled nursing facilities; is that</p> <p>3 correct?</p> <p>4 A Yeah. I -- I believe you said Mariner Health</p> <p>5 Care or Mariner Health Central, Inc., yes.</p> <p>6 Q Mariner Health Central, Inc. Mariner Health</p> <p>7 Care now is pretty much just a holding company. In fact,</p> <p>8 is the just a holding company.</p> <p>9 A Correct.</p> <p>10 Q It didn't used to be that way. You used to</p> <p>11 have loan facilities and a lot of other things?</p> <p>12 A I believe you're mixing up some of the</p> <p>13 entities. So I think when we were talking about -- used</p> <p>14 to be we were talking about GrandCare, we were down</p> <p>15 further. And I think you jumped up in the chain and</p> <p>16 added some things where I answered that question.</p> <p>17 So I don't want to mix up entities because I</p> <p>18 know this has to be very exact.</p> <p>19 Q Well, I appreciate you being precise. So</p> <p>20 that's fine. I'll rephrase my question.</p> <p>21 In the past, isn't it true that, at some point,</p> <p>22 Mariner Health Care Management Company had loan</p> <p>23 facilities that it used to help finance GrandCare's</p> <p>24 operations and -- and similar things?</p> <p>25 MR. ROSS: I apologize. It broke up slightly.</p>	Page 40	<p>1 at Skyline San Jose Operating Company? I believe the --</p> <p>2 there's a process with the governing body and various</p> <p>3 members of the governing body of that entity are involved</p> <p>4 of the hiring for -- for the facility.</p> <p>5 Q And the given facility -- and I started with</p> <p>6 Skyline San Jose -- who would be in this governing body?</p> <p>7 A Generally, the administrator. Obviously, if</p> <p>8 there's no administrator there, then that position isn't</p> <p>9 fulfilled. There's a DON. I believe -- or Linda Taetz,</p> <p>10 as the president, is on the governing body. And we</p> <p>11 have -- there's some RVPs of Mariner Health Central who</p> <p>12 are also on their governing body who would be involved in</p> <p>13 that process.</p> <p>14 Q What are RVPs?</p> <p>15 A Regional vice presidents.</p> <p>16 Q Okay. Linda Taetz is the president of every</p> <p>17 one of the operating companies; is that correct?</p> <p>18 A I think a general term, yes. There may be one</p> <p>19 or two where she's not. But I think for the majority,</p> <p>20 yes.</p> <p>21 Q Now, with the operating companies, there's</p> <p>22 another holding company. It appears above each of the</p> <p>23 operating companies. For instance, in San Jose, there's</p> <p>24 a Skyline Holding Company. And in Santa Cruz, there's a</p> <p>25 Driftwood Holding Company.</p>
Page 39	<p>1 It had what facilities?</p> <p>2 MR. ALLEN: Loan facilities.</p> <p>3 MR. ROSS: Loan facilities.</p> <p>4 MR. ALLEN: In other words, it borrowed money</p> <p>5 and used that money to assist these companies in their</p> <p>6 operations.</p> <p>7 MR. ROSS: Thank you.</p> <p>8 THE WITNESS: I've been involved in this group</p> <p>9 since 2011. So from that point on, I'm not aware of that</p> <p>10 activity, which is to say that may have occurred in the</p> <p>11 past. But I don't have the knowledge of that. But from</p> <p>12 2011, that's not true.</p> <p>13 Q (By Mr. Allen) Okay. Is there a SAP software</p> <p>14 program that is used to do the accounting by Mariner</p> <p>15 Health Central, Inc.?</p> <p>16 A I don't think we use SAP -- well, first of all,</p> <p>17 Mariner Health Central has contracted out for the --</p> <p>18 the -- the accounting. So -- so it's really not running</p> <p>19 a software program itself.</p> <p>20 Q And has it contracted out with Fundamental</p> <p>21 Administrative Services?</p> <p>22 A That's correct.</p> <p>23 Q Okay.</p> <p>24 A And so does Mariner Health Central, Inc. hire</p> <p>25 the -- the administrator for the skilled nursing facility</p>	Page 41	<p>1 So is there a holding company and then below</p> <p>2 that, an operating company with each of the skilled</p> <p>3 nursing facilities?</p> <p>4 A Yes. The example you just gave me, Skyline San</p> <p>5 Jose Operating Company, LP is the operating entity. And</p> <p>6 as you pointed out, Skyline San Jose Holding Company, GP,</p> <p>7 LLC has an ownership in GC Operating Company, just</p> <p>8 looking at the chart.</p> <p>9 Q And who would be the officers of the holding</p> <p>10 company, Skyline?</p> <p>11 A I believe Linda Taetz is the officer of --</p> <p>12 president of Skyline San Jose Holding Company, GP, LLC.</p> <p>13 Q Do these operating companies have more than one</p> <p>14 officer or just Linda?</p> <p>15 A You said operating companies or?</p> <p>16 Q Excuse me. I'm sorry. Let me rephrase that.</p> <p>17 Does the holding company typically have more</p> <p>18 than one officer or just Linda?</p> <p>19 A I don't completely know the structure off the</p> <p>20 top of my head. I believe it's just Linda Taetz.</p> <p>21 Q What's the purpose of having a holding company</p> <p>22 again over each one of the operating companies?</p> <p>23 A Well, the company -- the operating companies</p> <p>24 are LPs, which under California law, are limited</p> <p>25 partnership. And you have to have two partners for a</p>

Kenneth Tabler
February 15, 2022

Page 42	<p>1 partnership. So we have two partners.</p> <p>2 Q What's the purpose of forming the operating</p> <p>3 companies as limited partnerships? Do you know?</p> <p>4 A It -- it has state tax advantages in</p> <p>5 California.</p> <p>6 Q Okay. So you have a holding company that holds</p> <p>7 one percent as a limited partner?</p> <p>8 A I -- you're breaking up just a little bit.</p> <p>9 I think that's a GP, which is a general</p> <p>10 partner, has one percent.</p> <p>11 Q Okay. So the holding -- is the holding</p> <p>12 company -- Skyline San Jose Holding Company LLC, GP,</p> <p>13 that's a general partner?</p> <p>14 A Yeah. I think you read the initials backwards.</p> <p>15 But I think you're referring to Skyline San Jose Holding</p> <p>16 Company GP, LLC as the general partner with a one percent</p> <p>17 interest.</p> <p>18 Q Okay. And then there is a shareholder that has</p> <p>19 99 percent interest in the operating company. Who would</p> <p>20 that be?</p> <p>21 A GC Operating Company, LLC.</p> <p>22 Q Okay.</p> <p>23 A The chart is a little unclear in that, when I</p> <p>24 look at Hayward Hills, the -- the two to the left do not</p> <p>25 have any ownership. So the chart's not entirely correct</p>	Page 44	<p>1 party that is the actual ownership of the land?</p> <p>2 A Correct.</p> <p>3 Q Okay. And then there are subleases with the</p> <p>4 various operating companies between GC and the operating</p> <p>5 company?</p> <p>6 A Correct.</p> <p>7 Q There's a similar arrangement, I take it, with</p> <p>8 GC Holding Company 2, LLC between it as lessor of a</p> <p>9 sublease arrangement with the other operating companies?</p> <p>10 A No.</p> <p>11 Q No?</p> <p>12 Okay. Let's look at Monterey Palms Operating</p> <p>13 Company. Is there a third party, I understand, that</p> <p>14 would own the land upon which the Monterey Palms facility</p> <p>15 sits?</p> <p>16 A Own the land and the building, correct.</p> <p>17 Q Okay.</p> <p>18 And then who would be the lessee of that owner</p> <p>19 of the land at Monterey?</p> <p>20 A The lessee would be Monterey Palms Operating</p> <p>21 Company, LP.</p> <p>22 Q So GC Holding Company doesn't have a lease and</p> <p>23 then sublease to Monterey Palms as GC Operating Company</p> <p>24 does over at Skyline? Those GC Operating Company 2</p> <p>25 doesn't have a sublease arrangement with Monterey Palms</p>
Page 43	<p>1 in those -- the diagonals. It should have stopped. So</p> <p>2 it's not as clear. It's sometimes hard to do on Excel.</p> <p>3 Q Okay. So let's talk about GC Operating</p> <p>4 Company, LLC, a limited liability company. That says,</p> <p>5 "Master tenant."</p> <p>6 So does it hold the leases for the individual</p> <p>7 operating companies?</p> <p>8 A Yes. It actually -- there's -- there's a lease</p> <p>9 between GC Operating Company and the LLC. And then</p> <p>10 there -- for each of those companies that are underneath</p> <p>11 that, there's a lease to GC Operating Company. And then</p> <p>12 there's a master lease.</p> <p>13 Q So the actual -- where the skilled nursing</p> <p>14 facility sits, such as Skyline, has a lease from a</p> <p>15 completely separate owner. And that lease is -- the</p> <p>16 lessee is GC Operating Company, LLC; is that correct?</p> <p>17 A No. The lessee is Skyline San Jose Operating</p> <p>18 Company. And it has a lease with GC Operating Company as</p> <p>19 its landlord. But then GC Operating Company does not</p> <p>20 actually own the property.</p> <p>21 Q Right.</p> <p>22 A And so there's -- it's more of a sublease.</p> <p>23 Q Correct.</p> <p>24 So GC Operating Company is the entity that</p> <p>25 leases from a third party and pays the rent to a third</p>	Page 45	<p>1 similar to GC Operating Company with Skyline?</p> <p>2 A True.</p> <p>3 Q Okay.</p> <p>4 A Yeah.</p> <p>5 Q When did -- when did you get hired again?</p> <p>6 Remind me. Was it 2014 as president of Mariner Health</p> <p>7 Central?</p> <p>8 A Yes.</p> <p>9 Q And who hired you?</p> <p>10 A Devin Ehrlich reached out and discussed it with</p> <p>11 me.</p> <p>12 Q And did you talk to anybody besides Devin</p> <p>13 Ehrlich before taking that position?</p> <p>14 A I -- I've had conversations with Harry</p> <p>15 Grunstein over the years, yes.</p> <p>16 Q Okay. Were -- was there anybody else in the --</p> <p>17 in the conversation about you taking this position as</p> <p>18 president besides Devin Ehrlich and Harry Grunstein?</p> <p>19 A No. As I said before, I was informed by Devin</p> <p>20 Ehrlich.</p> <p>21 MR. ALLEN: So we've been going for an hour</p> <p>22 now. What I would like to do is take a short break, kind</p> <p>23 of review my notes. I mean, I could probably go all day</p> <p>24 with you. But I want to try to focus my examination so I</p> <p>25 don't keep you here 'til all hours of the evening where</p>

Kenneth Tabler
February 15, 2022

Page 46	<p>1 you are.</p> <p>2 So would that be convenient for you and</p> <p>3 everybody else?</p> <p>4 THE WITNESS: Sure. I -- I prefer to get it</p> <p>5 done as fast as possible. So I don't want to take too</p> <p>6 long a break. But I understand that and appreciate that</p> <p>7 and want to answer your questions as fast and as</p> <p>8 accurately as possible.</p> <p>9 So I am going to -- can I talk with my counsel</p> <p>10 at this point? Or I know you -- you didn't want me to</p> <p>11 use my phone. But is that okay?</p> <p>12 MR. ALLEN: You're welcome -- during the break</p> <p>13 when we're off the record, you're welcome to speak with</p> <p>14 your counsel, yes.</p> <p>15 THE WITNESS: Okay. Do you have a time period</p> <p>16 on how long you want, sir?</p> <p>17 MR. ALLEN: Why don't we come back -- according</p> <p>18 to my clock, it's eleven minutes after 10. Why don't we</p> <p>19 come back at 25 after 10?</p> <p>20 THE WITNESS: Okay. All right. I'm going to</p> <p>21 turn my video off and mute, but I will be right here.</p> <p>22 MR. ALLEN: I'm going to do the same thing.</p> <p>23 MR. ROSS: All right. Thank you.</p> <p>24 MR. ALLEN: Thank you.</p> <p>25 (Pause in proceedings.)</p>	Page 48	<p>1 for her doing.</p> <p>2 Q Does she -- in your time as having been</p> <p>3 president, that's been since 2014, correct?</p> <p>4 A Correct.</p> <p>5 Q Has she been to Oakland?</p> <p>6 A No.</p> <p>7 Q How about Harry Grunstein, had he been to</p> <p>8 Oakland prior to his passing?</p> <p>9 A I don't know if he's ever been to Oakland.</p> <p>10 I'll say from 2014 forward, I'm not aware of him going to</p> <p>11 California. But he may, at some point, have been. But</p> <p>12 prior -- but I don't have any knowledge prior to that.</p> <p>13 Q Fair enough for making that clear.</p> <p>14 Did Harry Grunstein get a salary from Mariner</p> <p>15 Health Central, Inc.?</p> <p>16 A Yes.</p> <p>17 Q Did he have a specific position with Mariner</p> <p>18 Health Central, Inc.?</p> <p>19 A I believe at one point he was president up</p> <p>20 until 2014.</p> <p>21 Q After 2014, did he get a salary?</p> <p>22 A Yes.</p> <p>23 Q And that was also from Mariner Health Central,</p> <p>24 Inc.?</p> <p>25 A Correct.</p>
Page 47	<p>1 MR. ALLEN: Let's go back on the record.</p> <p>2 Mr. Tabler, can you hear me?</p> <p>3 THE WITNESS: Yes, sir. I hear you fine.</p> <p>4 MR. ALLEN: Okay. Everybody's back.</p> <p>5 Everybody's muted except for Mr. Ross and myself and the</p> <p>6 witness. So we'll just proceed.</p> <p>7 Q (By Mr. Allen) The ownership of Mariner Health</p> <p>8 Central, Inc. is a hundred percent owned by Mariner</p> <p>9 Health Care Management Company; is that correct?</p> <p>10 A Yes, that's correct.</p> <p>11 Q Does -- well I assume Mariner Health Central is</p> <p>12 a corporation. So does -- it has a board of directors, I</p> <p>13 assume?</p> <p>14 A Yes.</p> <p>15 Q And who seats on that board of directors?</p> <p>16 A Devin Ehrlich and myself.</p> <p>17 Q When Emily Grunstein gets paid a salary, is she</p> <p>18 being paid as an employee of Mariner Health Central,</p> <p>19 Inc.?</p> <p>20 A Yes.</p> <p>21 Q And what is her position with Mariner Health</p> <p>22 Central, Inc.?</p> <p>23 A She -- she doesn't really have a title.</p> <p>24 Q Does she have a task?</p> <p>25 A There -- there are no specific functions I look</p>	Page 49	<p>1 Q And did he have a position between 2014 and</p> <p>2 when he passed away with Mariner Health Central, Inc.?</p> <p>3 A I don't believe he had a formal title.</p> <p>4 Q Okay. Prior to Harry Grunstein passing, did</p> <p>5 Emily Grunstein receive a salary from Mariner Health</p> <p>6 Central, Inc.?</p> <p>7 A No.</p> <p>8 Q Okay. So she succeeded to the salary that he</p> <p>9 previously got?</p> <p>10 A I -- I don't know if that -- in terms like</p> <p>11 there was an official proclamation. That seems to have a</p> <p>12 legal thing. But she -- she continue -- the salary was</p> <p>13 continued that had been paid to -- to Harry to</p> <p>14 Miss Grunstein.</p> <p>15 Q Okay. Is she his widow? Sister? What is her</p> <p>16 relationship to Harry?</p> <p>17 A She was his wife.</p> <p>18 Q Yes. Okay. Approximately how old is Emily?</p> <p>19 A I -- I don't know.</p> <p>20 Q Is she an elder person? Is she over 65?</p> <p>21 A Have to be careful with that, sir.</p> <p>22 Q Yeah. I'm going to get you in trouble, aren't</p> <p>23 I?</p> <p>24 A Right. Right. I assume she's over 50. But</p> <p>25 I -- I don't know her age. I'll just leave it at that.</p>

Kenneth Tabler
February 15, 2022

Page 50	<p>1 Q All right. I'll let you off the hook on that</p> <p>2 one.</p> <p>3 A Thank you.</p> <p>4 Q Do you do some kind of quarterly report to</p> <p>5 Emily Grunstein?</p> <p>6 A No.</p> <p>7 Q Did you do a quarterly report to Harry</p> <p>8 Grunstein?</p> <p>9 A We -- Harry would attend various meetings,</p> <p>10 which I think were done on a quarterly basis. But Emily</p> <p>11 has not participated in those.</p> <p>12 Q Okay. So is Linda Taetz an executive vice</p> <p>13 president?</p> <p>14 A Of which entity? Or you --</p> <p>15 Q I'm sorry. That's fair enough.</p> <p>16 Is Linda Taetz an executive vice president of</p> <p>17 Mariner Health Central, Inc.?</p> <p>18 A I believe so. I don't know her exact title.</p> <p>19 But she is an officer of Mariner Health Central, Inc.,</p> <p>20 yes.</p> <p>21 Q Okay. And how did she get hired?</p> <p>22 A Miss Taetz has been with the company a number</p> <p>23 of years. So when I became involved, she was already in</p> <p>24 that position.</p> <p>25 Q Okay. And does Ms. Owen have a position with</p>	Page 52	<p>1 told my wife, but those are the official conversations I</p> <p>2 had, yes.</p> <p>3 Q Yes.</p> <p>4 A So...</p> <p>5 Q And fair enough.</p> <p>6 In terms of representatives of the Mariner</p> <p>7 Health Care system, those are the people that made the</p> <p>8 decision along with you to take -- assume that role?</p> <p>9 A Correct.</p> <p>10 Q Okay. And I assume there is some kind of board</p> <p>11 of directors' resolution appointing you?</p> <p>12 A Yeah. I -- I've sign that. And that was done</p> <p>13 seven or eight years ago, so yes.</p> <p>14 Q Okay. How often are there board of director</p> <p>15 meetings of Mariner Health Central, Inc.?</p> <p>16 A I believe under Delaware law, we're required to</p> <p>17 meet annually. So we hold an annual meeting.</p> <p>18 Q Okay. And that's -- the board of directors is</p> <p>19 just you and Mr. Ehrlich; is that correct?</p> <p>20 A Correct.</p> <p>21 Q Okay. The board of directors -- well, that's</p> <p>22 an LLC. So the managing members of GrandCare, LLC are</p> <p>23 whom again?</p> <p>24 A GrandCare, LLC would be myself and Devin</p> <p>25 Ehrlich.</p>
Page 51	<p>1 Mariner Health Central, Inc.?</p> <p>2 A Yes.</p> <p>3 Q Ask is that as a legal officer?</p> <p>4 A I think litigation managements. I don't know</p> <p>5 her exact title. You're asking Kristy -- Kristy Owen,</p> <p>6 right?</p> <p>7 Q Yes.</p> <p>8 Does she have any executive function other than</p> <p>9 managing litigation or legal affairs?</p> <p>10 A I -- Kristy's a very valuable employee who gets</p> <p>11 into a lot of things. But that's her primary function.</p> <p>12 Q Okay. Does she -- I take it that neither Linda</p> <p>13 nor Kristy have any position with National Senior Care,</p> <p>14 Mariner Health Care, Inc. or Mariner Health Care</p> <p>15 Management Company since they have no employees and they</p> <p>16 often have the two officers, correct?</p> <p>17 A That's absolutely correct.</p> <p>18 Q Okay. So when you were hired -- let me</p> <p>19 rephrase that.</p> <p>20 Hired or appointed -- however one would</p> <p>21 describe that -- to the position of president of Mariner</p> <p>22 Health Central, Inc., the only conversations you had</p> <p>23 regarding -- assuming that position was with Harry</p> <p>24 Grunstein and Devin Ehrlich, correct?</p> <p>25 A I told -- that's a very general question. I</p>	Page 53	<p>1 Q Okay. Off to the left of MAC Holding</p> <p>2 Company -- and let me -- let me get to MAC Holding</p> <p>3 Company and MAC West Holding Company. Both those</p> <p>4 companies are the officers of MAC Holding Company and MAC</p> <p>5 West Holding Company -- you and Mr. Ehrlich?</p> <p>6 A That's correct.</p> <p>7 Q And are you -- the two of you also the board of</p> <p>8 directors?</p> <p>9 A Correct.</p> <p>10 Q And there's no one else involved in either one</p> <p>11 of those companies as an officer, director or employee?</p> <p>12 A That's correct.</p> <p>13 Q They're a hundred percent owned as indicated</p> <p>14 here on the org chart by the holding company above them;</p> <p>15 is that correct?</p> <p>16 A Yeah. The chart is accurate -- appears</p> <p>17 accurate.</p> <p>18 Q Okay. And neither one of them own any real</p> <p>19 estate. They have no employees. And their office, is it</p> <p>20 also at the Georgia law firm?</p> <p>21 A That's correct.</p> <p>22 Q What is Mariner Insurance Company, LLC?</p> <p>23 A It is an entity that holds -- as in the title,</p> <p>24 it is involved in a captive insurance company for</p> <p>25 Workers' Comp.</p>

Kenneth Tabler
February 15, 2022

<p style="text-align: right;">Page 54</p> <p>1 Q Okay. Is it actually a writer of a policy?</p> <p>2 A No. It doesn't write the policy. But it has</p> <p>3 an ownership in a company -- an offshore company that --</p> <p>4 that is involved in the Work Comp program for Mariner.</p> <p>5 Q Does Mariner insurance company have any</p> <p>6 employees?</p> <p>7 A No.</p> <p>8 Q Does it have any purpose other than being a</p> <p>9 facility to provide the Workers' Comp insurance for the</p> <p>10 operating companies and, I assume, Mariner Health</p> <p>11 Central, Inc.?</p> <p>12 A That -- that's correct.</p> <p>13 Q Okay. And the form of the insurance that it's</p> <p>14 facilitating, for lack of a better word, is Worker's</p> <p>15 Compensation insurance?</p> <p>16 A That's what Mariner uses them for, yes.</p> <p>17 Q Okay. What does the role Bio Pacific, LLC?</p> <p>18 A Bio Pacific provides therapy service to the</p> <p>19 Mariner facilities.</p> <p>20 Q Okay. When you say "therapy service," what</p> <p>21 type of therapy are we talking about?</p> <p>22 A Physical, occupational, what -- what -- speech,</p> <p>23 the various therapies that -- that are required by the</p> <p>24 patients, residents at the facility-level entities.</p> <p>25 Q Does Bio Pacific have a board of directors?</p>	<p style="text-align: right;">Page 56</p> <p>1 contracts out to third parties.</p> <p>2 So there are a number of part-time therapists.</p> <p>3 So that number may be like -- I think I asked, like,</p> <p>4 number of W-2s for a year. So it may have a smaller FTE.</p> <p>5 But that's kind of the range of it.</p> <p>6 Q Okay. So I would -- I take it it has a revenue</p> <p>7 stream of income that goes into Bio Pacific, LLC that</p> <p>8 derives from providing these services to the various</p> <p>9 operating companies; is that correct?</p> <p>10 A That's correct.</p> <p>11 Q And it's a hundred percent owned by MAC Holding</p> <p>12 Company. Does it pay any revenue back to MAC Holding</p> <p>13 Company?</p> <p>14 A Nothing's ever been paid to date.</p> <p>15 Q Is a hundred percent of the revenue that goes</p> <p>16 into Bio Pacific, after expenses, paid to the employees</p> <p>17 and to whoever else might be involved like the officers</p> <p>18 or directors?</p> <p>19 A I think it makes a small profit. But I don't</p> <p>20 know if that answers your question.</p> <p>21 Q In other words, there's no revenue going from</p> <p>22 Bio Pacific to MAC Holding Company?</p> <p>23 A That is true.</p> <p>24 Q Okay. It's all dispersed or held within Bio</p> <p>25 Pacific, LLC?</p>
<p style="text-align: right;">Page 55</p> <p>1 A Yes.</p> <p>2 Q Is it a hundred percent owned by MAC Holding</p> <p>3 Company?</p> <p>4 A Yes.</p> <p>5 Q Is the board of directors you and Mr. Ehrlich?</p> <p>6 A I believe I am not on that board. I may be</p> <p>7 mistaken, but I don't know.</p> <p>8 Q Do you know who else would be on that board?</p> <p>9 A I think Dennis Sarcauga is.</p> <p>10 Q Okay. Do you believe anybody else besides</p> <p>11 Mr. Ehrlich and Mr. Sarcauga?</p> <p>12 A And maybe Marilyn Washington.</p> <p>13 Q But you're not sure about that?</p> <p>14 A I'm not a hundred percent sure.</p> <p>15 Q Okay. Does it have an office?</p> <p>16 A No.</p> <p>17 Q The therapy services it provides are all those</p> <p>18 services to the operating skilled nursing facilities in</p> <p>19 California?</p> <p>20 A Correct.</p> <p>21 Q And it doesn't provide services to anyone else?</p> <p>22 A That's correct.</p> <p>23 Q And do you know how many employees it has?</p> <p>24 A It has several hundred. But I don't believe</p> <p>25 they're all full-time; some are part-time. And it also</p>	<p style="text-align: right;">Page 57</p> <p>1 A That's correct.</p> <p>2 Q Okay. I think I've asked this, and I</p> <p>3 apologize. And I might be repeating myself.</p> <p>4 But the board of directors of Mariner Health</p> <p>5 Central, again, is that just you and Mr. Ehrlich?</p> <p>6 A Yes.</p> <p>7 Q Okay.</p> <p>8 A I was answering the question -- you did ask me</p> <p>9 that before. And that was the same answer. So, yes.</p> <p>10 Q Okay. That's what I remember, but I didn't</p> <p>11 write it down.</p> <p>12 With regard to National Senior Care, Inc.,</p> <p>13 Mariner Health Central -- Health Care, Inc., Mariner</p> <p>14 Health Care Management Company and Mariner Health</p> <p>15 Central, Inc., as to those entities, whether it be merely</p> <p>16 holding or whether it be providing the administrative</p> <p>17 services that we previously discussed, there is no</p> <p>18 service or holding participation except for the</p> <p>19 California skilled nursing facility, operating companies</p> <p>20 and related entities; is that correct?</p> <p>21 MR. ROSS: Madam Reporter, would you read</p> <p>22 question back, please?</p> <p>23 THE REPORTER: Sure.</p> <p>24 "Q With regard to National Senior Care,</p> <p>25 Inc., Mariner Health Central -- Health Care, Inc.,</p>

Kenneth Tabler
February 15, 2022

<p style="text-align: right;">Page 58</p> <p>1 Mariner Health Care Management Company and Mariner Health</p> <p>2 Central, Inc., as to those entities, whether it be merely</p> <p>3 holding or whether it be providing the administrative</p> <p>4 services that we previously discussed, there is no</p> <p>5 service or holding participation except for the" --</p> <p>6 MR. ROSS: I think have enough.</p> <p>7 MR. ALLEN: You don't need to object to it,</p> <p>8 Counsel. I'm going to rephrase.</p> <p>9 MR. ROSS: Thank you.</p> <p>10 Q (By Mr. Ross) Okay. So I'm going to ask this</p> <p>11 question in a summary fashion to try to get a gist</p> <p>12 of -- of where we're going here.</p> <p>13 So I'm asking this question about four</p> <p>14 companies. And the four companies are National Senior</p> <p>15 Care, Inc., Mariner Health Care, Inc., Mariner Health</p> <p>16 Care Management Company and, lastly, Mariner Health</p> <p>17 Central, Inc. Other than their involvement, as we've</p> <p>18 previously discussed, including Bio Pacific, LLC and the</p> <p>19 recruiting company MAC Recruiting -- but other than those</p> <p>20 functions and the administrative functions that we've</p> <p>21 previously discussed and to the degree that they just</p> <p>22 represent a holding company, but there's no involvement</p> <p>23 by them, no business by them anywhere except in doing</p> <p>24 business for the skilled nursing facilities and their</p> <p>25 related operating companies in California; is that</p>	<p style="text-align: right;">Page 60</p> <p>1 A And I say that in relative -- the time period,</p> <p>2 prior to 2011 or -- Mariner was in a number of states.</p> <p>3 But 2011 forward, it's really only operated in</p> <p>4 California.</p> <p>5 Q Okay. All right.</p> <p>6 We're getting near the end, Mr. Tabler. Thank</p> <p>7 you for your patience. Oh, in the upper-left corner on</p> <p>8 both pages one and two of Exhibit 3, it says: Note</p> <p>9 Mariner Health Care, Inc. directly and indirectly owns</p> <p>10 other entities that are not shown on this chart.</p> <p>11 Do you know what other entities there are that</p> <p>12 are not shown in this chart?</p> <p>13 A I don't know all the names. I will tell you,</p> <p>14 at one point, as we've previously discussed, Mariner</p> <p>15 Health Care, Inc. was a public company and operated in,</p> <p>16 you know, 15 and 20 states.</p> <p>17 So you see -- you know, MAC West holds -- there</p> <p>18 were various holding companies for other operations, you</p> <p>19 know, outside the state of California. And those</p> <p>20 companies are no longer active, so to speak.</p> <p>21 So there may have been a few hundred -- if this</p> <p>22 chart gave you every entity that Mariner owned or</p> <p>23 operated in its history, it would be several hundred</p> <p>24 companies. But these are the -- related to California</p> <p>25 and are the active companies now.</p>
<p style="text-align: right;">Page 59</p> <p>1 correct?</p> <p>2 MR. ROSS: And I would just object. It's</p> <p>3 vague. It's compound. It's incomplete, hypothetical.</p> <p>4 But go ahead, Mr. Tabler.</p> <p>5 THE WITNESS: Okay. There was a lot in that</p> <p>6 question. And I think over the course of my testimony,</p> <p>7 we've discussed those four entities. And I think there</p> <p>8 was no -- there's no other -- outside the state of</p> <p>9 California -- or, you know, I discussed, like, National</p> <p>10 Senior Care and it has a holding company and it owns</p> <p>11 Mariner Health Central, Inc. That's all it does.</p> <p>12 And the same for Mariner Health Care, Inc.,</p> <p>13 we've discussed it as a holding company. And it has</p> <p>14 ownership in Mariner Health Care Management Company and</p> <p>15 MAC Holding Company. And MAC Holding Company, we did</p> <p>16 discuss those holdings. And we've discussed Mariner</p> <p>17 Health Central, Inc. And it performs services on behalf</p> <p>18 of the California entity. So that's all it does.</p> <p>19 Q (By Mr. Allen) Okay. And so there's not some</p> <p>20 business in Canada or something that it does. It doesn't</p> <p>21 have skilled nursing facilities anywhere in the country</p> <p>22 except for these skilled nursing facilities in</p> <p>23 California?</p> <p>24 A Yes. That -- that is true.</p> <p>25 Q Okay.</p>	<p style="text-align: right;">Page 61</p> <p>1 Q Are there -- of these other companies, are</p> <p>2 there any of them that are still actively involved in</p> <p>3 business of any kind?</p> <p>4 A No. Some -- some when you say -- some may</p> <p>5 still be active in a state in terms of still incorporated</p> <p>6 or still -- but there's no business activity.</p> <p>7 Q Okay. So the shell may still be a valid</p> <p>8 corporation registered with the state where in -- it has</p> <p>9 its domicile. But it's not doing business?</p> <p>10 A I would say the entity, as opposed to the</p> <p>11 shell, the entity is still registered or domiciled.</p> <p>12 Q Fair enough.</p> <p>13 Okay. But it's not doing business?</p> <p>14 A That's correct.</p> <p>15 Q Okay. So all the business function of all the</p> <p>16 entities we see is all -- done in -- involved these</p> <p>17 facilities in California?</p> <p>18 A Was that a question?</p> <p>19 Yes.</p> <p>20 Q Yes. Okay.</p> <p>21 All right. I think that's all I have of you,</p> <p>22 Mr. Tabler. You've been very cooperative, and I</p> <p>23 appreciate it very much.</p> <p>24 I don't know if any of my compatriots wanted to</p> <p>25 have me ask one more question?</p>

Kenneth Tabler
February 15, 2022

<p style="text-align: right;">Page 62</p> <p>1 THE WITNESS: Did you want to take a break for</p> <p>2 a few minutes and we'll come back and see if you've got</p> <p>3 anything else or --</p> <p>4 MR. ALLEN: I probably should do that.</p> <p>5 Q (By Mr. Allen) Can you tell me -- do you know</p> <p>6 approximately how much -- this is going to inspire an</p> <p>7 objection.</p> <p>8 Do you know how much Linda Taetz -- excuse</p> <p>9 me -- how much money Emily Grunstein receives in her</p> <p>10 salary?</p> <p>11 The question is do you know how much? That's</p> <p>12 the first question.</p> <p>13 A I -- I have known that amount, but it's not</p> <p>14 something I keep at the top of my head.</p> <p>15 Q Is it a -- is it a significant salary? Is it</p> <p>16 over six figures, for instance?</p> <p>17 A I believe it's over -- when you say -- it's not</p> <p>18 seven figures. It's over -- it's in the six-figure</p> <p>19 range, low six-figure range.</p> <p>20 Q Okay. I these that's probably close enough.</p> <p>21 MR. ALLEN: Yeah. Let me take another break.</p> <p>22 Let's see if we can wrap this up real quick.</p> <p>23 THE WITNESS: Do you have a time period? Or do</p> <p>24 you want me to just stay on or?</p> <p>25 MR. ALLEN: Let's -- let's take -- it's now</p>	<p style="text-align: right;">Page 64</p> <p>1 Q To your knowledge, do any of the companies that</p> <p>2 we see on Exhibit 3 have any ownership interest in any of</p> <p>3 the real estate upon which sit the skilled nursing</p> <p>4 facilities in California?</p> <p>5 A They -- they have no ownership interest in any</p> <p>6 of the real estate.</p> <p>7 Q To your knowledge, does either you, Mr. Ehrlich</p> <p>8 any other officer, director or employee of any of the</p> <p>9 entities we see on Exhibit 3 have any ownership interest</p> <p>10 directly or indirectly in the real estate upon which sit</p> <p>11 the skilled nursing facilities in California?</p> <p>12 A For the Mariner entities, no one has -- no one,</p> <p>13 to my knowledge -- I don't or Devin Ehrlich or any</p> <p>14 employees have any ownership of any of the facilities</p> <p>15 with the real estate.</p> <p>16 Q With the real estate or the buildings attached</p> <p>17 thereto?</p> <p>18 A Correct.</p> <p>19 Q Okay. All right. I think that -- that does</p> <p>20 it. It's all the questions that I have on the subject of</p> <p>21 jurisdiction. And that's what we confined this</p> <p>22 deposition to.</p> <p>23 Whether I'll have other questions on another</p> <p>24 day, we'll -- we'll cross that bridge when we get to it.</p> <p>25 But that's all I have on this subject matter.</p>
<p style="text-align: right;">Page 63</p> <p>1 10:57. Let's come back at ten after 11:00 and see if we</p> <p>2 can wrap this up.</p> <p>3 THE WITNESS: Okay. Thank you.</p> <p>4 MR. ALLEN: Thank you.</p> <p>5 (Pause in proceedings.)</p> <p>6 MR. ALLEN: Let's go back on the record. Okay.</p> <p>7 We're back on the record.</p> <p>8 Q (By Mr. Allen) Mr. Tabler, so as we discussed</p> <p>9 before, there are lease holds involved with the entities</p> <p>10 that we see on Exhibit 3 with the skill -- associated</p> <p>11 with the skilled nursing facilities.</p> <p>12 Is there anyone involved with the Grunstein</p> <p>13 family that owns any of the real estate upon which sit</p> <p>14 the skilled nursing facilities in California?</p> <p>15 A Len Grunstein owns a portion of an entity</p> <p>16 that -- that owns the real estate.</p> <p>17 Q Okay. Was this an entity that was formed back</p> <p>18 at the -- as all part of the -- the SAVA deal and the</p> <p>19 spin off of Mariner, things like that?</p> <p>20 A Yes, sir.</p> <p>21 Q Okay. To your knowledge, does Emily Grunstein</p> <p>22 have an ownership interest in any of those entities</p> <p>23 that -- or entity that owns the real estate upon which</p> <p>24 sit the California skilled nursing facilities?</p> <p>25 A To -- to my knowledge, she does not.</p>	<p style="text-align: right;">Page 65</p> <p>1 So thank you very much for your participation.</p> <p>2 And with that, I'll conclude.</p> <p>3 THE REPORTER: And who would like copies of the</p> <p>4 transcript?</p> <p>5 MR. ROSS: Well, before we do that, Mr. Allen,</p> <p>6 do any of your colleagues have questions? Or do you</p> <p>7 speak on their behalf as well?</p> <p>8 MR. ALLEN: If anybody has a question, they can</p> <p>9 speak up.</p> <p>10 MR. PEREZ: At least on behalf of Marin County,</p> <p>11 I have no questions. Thank you.</p> <p>12 MR. ROSS: I like the mustache, Andy.</p> <p>13 THE WITNESS: Hey, you look different than your</p> <p>14 picture.</p> <p>15 MR. PEREZ: My wife calls it my cop stash.</p> <p>16 MS. SCHNALL: I also have no further questions,</p> <p>17 but thank you.</p> <p>18 MS. MIKIKIAN: No questions, Doug. Thank you.</p> <p>19 MR. ALLEN: Yeah. We pretty much were of the</p> <p>20 opinion that it was fair to have one examiner.</p> <p>21 MR. ROSS: We appreciate that.</p> <p>22 MR. ALLEN: So I do appreciate the -- the</p> <p>23 invitation. No. I think -- I think we're concluded.</p> <p>24 And yes, I do want a transcript. And I would</p> <p>25 like to get a condensed one as well.</p>

Kenneth Tabler
February 15, 2022

Page 66

1 THE REPORTER: Okay.

2 MR. ROSS: Madam Reporter, this is Darryl Ross.
3 I would like a transcript as well and condensed in a text
4 file too, please.

5 THE REPORTER: Okay.

6 MR. ALLEN: And you'll contact Mr. Tabler
7 directly to allow him to read and sign the deposition
8 transcripts, I assume?

9 THE REPORTER: Yes. And can I get his email
10 address to send that?

11 THE WITNESS: I'd say provide it to Darryl or
12 my attorney. And then he'll get it to me --

13 THE REPORTER: Okay. All right. Thank you.

14 MR. ROSS: Thank you.

15 (Deposition concluded at 11:11 a.m.)

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Kenneth Tabler
February 15, 2022

Page 67

CERTIFICATE OF REPORTER

I, CONNIE WEBB, CSR NO. 10811, hereby certify that the witness in the foregoing deposition, KENNETH TABLER, has duly affirmed, remotely via Zoom videoconference, to tell the truth, the whole truth, and nothing but the truth in the within-entitled cause; that the testimony of said witness was taken down in shorthand by me, a Certified Shorthand Reporter and a disinterested person, at the time and place herein stated, and that the testimony of the said witness was thereafter reduced to typewriting, by computer, under my direction and supervision;

I further certify that I am not of counsel or attorney for either or any of the parties to the said deposition nor in any way interested in the outcome of this case, and that I am not related to any of the parties thereto.

I hereto declare under penalty of perjury that the foregoing is true and correct. I have hereunto set my hand on March 1, 2022.

CONNIE WEBB, CSR NO. 10811

Kenneth Tabler
February 15, 2022

Page 68

A				
a.m 1:18 3:22	39:25 40:7,8	allow 8:6 66:7	assert 10:12	beg 34:25
5:3,9 66:15	advance 23:1	amount 62:13	assist 39:5	behalf 3:20 5:13
able 7:14 8:6	advanced 20:16	ANDRES 2:8	assistance 25:23	6:14 23:1
absolutely 51:17	advances 21:14	Andy 6:7 65:12	assistant 2:5	24:21 25:10
access 8:16	22:24	Angeles 2:16,18	5:20	59:17 65:7,10
accommodate	advantages 42:4	annual 52:17	associate 18:23	believe 10:11
28:2	advice 19:3	annually 52:17	associated 18:17	14:17,22 16:25
accountant	affairs 6:2 51:9	answer 7:13	18:20 30:22	18:8,9,21 19:7
11:20	affiliated 14:25	10:7 32:17	63:10	19:12 24:24
accounting	15:1,12 19:19	46:7 57:9	assume 7:15,17	25:8,20,21
11:15 16:3,19	37:6	answered 38:16	13:11 18:1	26:9 28:1,24
16:19 20:19	affirmed 67:5	answering 57:8	47:11,13 49:24	29:22 31:4
29:6,16 30:6	age 49:25	answers 56:20	52:8,10 54:10	34:1,1 37:12
39:14,18	agencies 29:13	anybody 8:8	66:8	37:20,23 38:4
accurate 53:16	ago 30:9 37:13	45:12,16 55:10	assuming 51:23	38:12 40:1,9
53:17	52:13	65:8	Atlanta 14:17,19	41:11,20 48:19
accurately 46:8	Ah 18:6	anymore 31:3	attached 12:23	49:3 50:18
acquaintance	ahead 19:24	Aperez@mari...	64:16	52:16 55:6,10
18:21	59:4	2:11	attend 50:9	55:24 62:17
acting 17:4	al 1:10 5:12	apologize 15:25	attorney 2:4,5,8	better 54:14
action 12:6	Alameda 1:2	25:14 38:25	2:9,12,13,16	billing 28:1
active 36:18	2:12 6:7	57:3	2:17 5:18,20	Bio 54:17,18,25
60:20,25 61:5	alive 18:5	appearances 2:1	66:12 67:15	56:7,16,22,24
actively 61:2	Allen 2:4 4:5	3:1 5:17	Attorney's 6:6,7	58:18
activity 23:25	5:19,20 6:5,22	appears 40:22	6:8	bit 42:8
39:10 61:6	6:24 9:6,9,12	53:16	attorneys 8:8	blacked 37:10
actual 30:14	10:1,2,17,19	appointed 51:20	35:7	blank 37:21,21
43:13 44:1	12:1,5,10,12	appointing	aware 39:9	blanks 37:10,18
added 38:16	12:16,21,25	52:11	48:10	board 47:12,15
address 9:2,5,8	15:10 16:18	appreciate 8:3		52:10,14,18,21
9:14,19,21,23	18:3,6,7,23	38:19 46:6	B	53:7 54:25
9:25 10:1,6,20	20:2 24:9,12	61:23 65:21,22	back 8:25 13:7	55:5,6,8 57:4
14:17,19 18:14	25:17,25 30:5	appropriate	16:17,21 18:2	body 40:2,3,6,10
22:23 23:7	30:14 32:16,19	10:12 35:19	25:16 26:22	40:12
28:7,10 31:1	34:25 35:2,4,9	approximately	27:10 30:1	borrowed 39:4
31:17 66:10	35:12,13,17,21	10:25 11:2	33:15 35:22	break 7:10 8:12
administrative	36:4 39:2,4,13	49:18 62:6	46:17,19 47:1	8:13 45:22
11:13 15:6,13	45:21 46:12,17	arrangement	47:4 56:12	46:6,12 62:1
15:15,23 16:2	46:22,24 47:1	44:7,9,25	57:22 62:2	62:21
16:3,6,12 17:9	47:4,7 58:7	arrangements	63:1,6,7,17	breaking 42:8
27:10 38:1	59:19 62:4,5	9:1	backwards	bridge 64:24
39:21 57:16	62:21,25 63:4	articulate 15:11	42:14	briefly 7:19
58:3,20	63:6,8 65:5,8	asked 56:3 57:2	Baltimore 8:20	broke 38:25
administrator	65:19,22 66:6	asking 21:20	11:1,15	brother 15:1
	alleviate 24:19	51:5 58:13	basis 50:10	building 30:25

Kenneth Tabler
February 15, 2022

Page 69

44:16	22:20,22,25	20:19	34:9,10,18,20	59:13,14,15,15
buildings 64:16	23:2,12,16,17	certainly 7:10	34:21 35:24	60:15
business 9:23,25	23:22 24:5,5	9:22	36:1,8,9,17,18	compatriots
11:22 14:17	26:1,5,12 27:1	CERTIFICATE	37:7 38:2 39:5	61:24
36:19,21,22,23	27:15,15,16	67:1	40:17,21,23	compel 10:9,11
58:23,24 59:20	29:6,7,7,17	certified 11:19	41:13,15,22,23	Compensation
61:3,6,9,13,15	30:18 31:6,17	67:9	42:3 43:7,10	54:15
C	37:25 38:5,7	certify 67:3,14	44:4,9 53:4,11	completely
California 1:1,4	38:22 47:9	chain 38:15	54:10 56:9	15:16,19,20
2:6,10,14,18	51:13,14,14	changed 9:1	57:19 58:14,14	41:19 43:15
2:23 3:21 5:8	52:7 57:12,13	chart 4:15 12:22	58:25 60:18,20	complicates 8:9
5:11,15 8:23	57:14,24,25	13:3,8 23:11	60:24,25 61:1	compound 59:3
26:8,14,17	58:1,15,15,16	23:15 33:15,22	64:1	computer 67:12
27:12 28:5	59:10,12,14	33:24 34:21	company 9:17	concern 36:16
32:23 33:16,25	60:9,15	35:25 37:3	12:8,15 15:6	conclude 65:2
34:11,13,23	careful 49:21	41:8 42:23	15:11,16 19:3	concluded 65:23
36:3,23,25	case 1:6 5:12	53:14,16 60:10	19:10 20:6,8,9	66:15
37:4 41:24	9:15 32:25	60:12,22	23:12,13,17,23	conclusion
42:5 48:11	67:17	chart's 42:25	23:24 24:13,16	19:23
55:19 57:19	categorize 16:17	cite 10:8	25:12,18 26:20	condensed 65:25
58:25 59:9,18	cause 22:1 67:7	city 10:19,21	27:2,4,6,11,16	66:3
59:23 60:4,19	CCP 5:15	Civic 2:9	29:8 30:21	confined 64:21
60:24 61:17	cell 7:22,24 8:8	Clark 3:5 5:23	31:7,10,11,22	Connie 1:20
63:14,24 64:4	Center 2:9	clear 7:14 10:10	31:22 32:13,18	3:22 5:7 67:3
64:11	Central 1:9 2:22	23:3 37:21	33:7,7,12,12	67:24
call 8:13	6:3 9:21 12:7	43:2 48:13	34:2,5,6,15	consolidated
called 6:14	12:13 16:13	clients 27:24	36:24 38:7,8	29:5,11
23:12 24:13	20:17,18,24	clock 46:18	38:22 40:1,22	consult 7:10 8:5
calls 19:23 65:15	21:2,15 22:24	close 62:20	40:24,25 41:1	consultant 17:4
Canada 59:20	23:5 27:3,9,19	cold 8:21,25	41:2,5,6,7,10	17:7
captive 53:24	28:20,23,24	colleagues 65:6	41:12,17,21,23	consultants
care 1:7,8,8 5:12	29:2,8,19,20	college 11:14,15	42:6,12,12,16	27:22
11:11 12:8,8	29:24 30:18	come 13:7 46:17	42:19,21 43:4	contact 25:12,17
12:13,14,14	37:25 38:5,6	46:19 62:2	43:4,9,11,16	66:6
13:10,16,23,24	39:15,17,24	63:1	43:18,18,19,24	continue 10:7
14:14 15:3	40:11 45:7	comes 10:16	44:5,8,13,21	49:12
16:21,24 17:3	47:8,11,18,22	communicate	44:22,23,24	continued 3:2
17:5,7,12,16	48:15,18,23	8:7	45:1 47:9	33:20 49:13
17:21 19:15,19	49:2,6 50:17	communication	50:22 51:15	contract 16:13
20:3,10,19,20	50:19 51:1,22	8:10	53:2,3,3,4,5,14	contracted
20:20 21:1,5,8	52:15 54:11	Comp 53:25	53:22,24 54:3	39:17,20
21:11,12,17,18	57:5,13,15,25	54:4,9	54:3,5 55:3	contracts 56:1
21:21,22 22:2	58:2,17 59:11	companies 6:1	56:12,13,22	control 19:20
22:3,11,13,16	59:17	26:23 30:22	57:14 58:1,16	20:6
	centralized	33:1,21,24	58:19,22 59:10	convenient 46:2

Kenneth Tabler
February 15, 2022

Page 70

conversation 19:5 45:17	67:20	defendant 2:20	47:12,15 52:18	E
conversations 45:14 51:22	correctly 32:20	defendants 1:11	52:21 53:8	E-M-I-L-Y
52:1	cost 16:19,19	5:23	54:25 55:5	14:13
cooperative 61:22	22:24 23:1	degree 11:14,15	56:18 57:4	earn 25:9
cop 65:15	costs 19:13 25:9	58:21	directors' 52:11	education 11:23
copies 65:3	cough 24:10	degrees 8:21	discuss 59:16	Ehrlich 3:5 5:25
copy 12:16	counsel 3:5 5:17	Delaware 1:7,8	discussed 45:10	13:19 17:15
corner 60:7	5:25 7:11 8:5	1:9,9 52:16	57:17 58:4,18	18:12,18 19:5
corporate 19:2,3	12:12 29:4	Dennis 55:9	58:21 59:7,9	19:20 20:3
corporation 1:8	35:4 46:9,14	Deponent's 4:14	59:13,16 60:14	21:7 22:9,10
1:8,9,10 47:12	58:8 67:14	deposition 1:16	63:8	25:20 28:25
61:8	country 59:21	3:20 4:13 5:10	discussions 19:6	31:14 32:6
correct 11:16,17	County 1:2 2:12	5:14 7:3,4 12:3	disinterested	45:10,13,18,20
11:20,21,25	2:16 5:21 6:8	64:22 66:7,15	67:10	47:16 51:24
12:12 13:11	65:10	67:4,16	dispersed 56:24	52:19,25 53:5
14:6 15:17,18	County's 6:6	Deputy 2:9,13	disseminate 9:12	55:5,11 57:5
16:4 17:24	couple 37:18	2:17	district 2:4,5,8,9	64:7,13
18:25 19:10,16	course 27:14	derives 56:8	2:12,13,16,17	Ehrlich's 18:14
19:17 20:7,14	59:6	describe 14:20	5:20 6:6,7,8	29:1
21:15,16 22:17	court 1:1 10:2,9	51:21	divested 26:24	eight 52:13
22:18,21 24:8	35:15,21	describing 15:11	34:14,16 37:5	either 8:12
26:2,14,17,24	COVID 18:8	DESCRIPTION	37:12,19	22:10 53:10
26:25 27:5,8	cross 64:24	4:11	dividend 29:22	64:7 67:15
27:18 29:14	Cruz 2:4,6 5:21	desk 7:25	29:25	elder 49:20
30:19 31:15,25	40:24	developed 34:8	dividends 29:21	eleven 46:18
32:2,8,9,11,23	CSR 1:20 3:22	Devin 3:5 5:24	29:23 30:10	email 66:9
32:24 33:2,3,9	5:7 67:3,24	13:19 22:9	document 9:15	Emily 14:9,12
33:10 34:16,23	currently 11:4	25:20 28:25	doing 9:13 22:1	18:1 30:15
36:3 37:1,2,8	D	45:10,12,18,19	36:22,23 48:1	34:17 47:17
38:3,9 39:22	daross@mari...	47:16 51:24	58:23 61:9,13	49:5,18 50:5
40:17 42:25	2:24	52:24 64:13	domicile 61:9	50:10 62:9
43:16,23 44:2	Darryl 2:21 5:22	diagonals 43:1	domiciled 61:11	63:21
44:6,16 47:9	66:2,11	different 6:1	DON 40:9	employ 9:20
47:10 48:3,4	date 1:17 5:8	15:19,21 29:11	Double 37:15	employee 15:24
48:25 51:16,17	29:23 56:14	65:13	Doug 2:4 65:18	15:25 47:18
51:24 52:9,19	day 28:17 45:23	direct 21:1	Douglas 5:20	51:10 53:11
52:20 53:6,9	64:24	36:13	Douglas.Allen...	64:8
53:12,15,21	days 26:22	direction 67:13	2:7	employees 19:16
54:12 55:20,22	deal 63:18	directly 9:16	drawer 8:15	20:4 22:17
56:9,10 57:1	decision 52:8	60:9 64:10	drawn 23:19	24:1 30:23
57:20 59:1	declaration 4:14	66:7	Driftwood 40:25	31:8 32:4
61:14 64:18	12:5,23 13:9	director 6:2	drive 2:9 11:3	51:15 53:19
	16:25	13:10 52:14	drugs 7:15	54:6 55:23
	declare 67:19	53:11 64:8	duly 6:15 67:5	56:16 64:14
		directors 20:5	duties 10:17	employment

Kenneth Tabler
February 15, 2022

Page 71

24:20	38:18 50:18	64:14	follows 6:17	14:11
ended 37:15	51:5	facility 39:25	foot 10:14	GC 33:6,7,12,12
enjoying 8:25	exactly 21:23	40:4,5 43:14	force 27:22,23	34:2,5 41:7
entirely 42:25	25:5	44:14 54:9	foregoing 67:4	42:21 43:3,9
entities 11:10	examination	57:19	67:20	43:11,16,18,19
15:16 16:8,8	6:20 45:24	facility-level	forgot 35:13	43:24 44:4,8
23:7,9 30:1	examined 6:17	54:24	form 15:9 18:19	44:22,23,24
33:11 34:3	examiner 65:20	fact 38:7	19:22 30:3	45:1
36:8 37:5	example 41:4	fair 36:16 48:13	34:24 35:1,18	general 3:5 5:25
38:13,17 54:24	Excel 43:2	50:15 52:5	54:13	29:4 40:18
57:15,20 58:2	excess 7:7	61:12 65:20	formal 14:16	42:9,13,16
59:7 60:10,11	excuse 30:18	Fallon 2:13	49:3	51:25
61:16 63:9,22	41:16 62:8	familiar 13:5	formation 19:2	Generally 40:7
64:9,12	executive 29:3	family 13:25	26:23	Gentleman 24:9
entitle 22:7	50:12,16 51:8	20:23 30:2,15	formed 24:20,23	Georgia 18:15
entitled 7:10	Exhibit 4:9 12:4	63:13	34:7 63:17	22:23 24:4
10:10,12	12:5,9,22,24	far 10:25	forming 42:2	31:24 53:20
entity 16:7,14	16:9 21:25	FAS 17:6,8	forward 8:25	getting 21:24
20:21 21:3,19	24:14 31:5	fashion 8:12	10:15 48:10	60:6
24:13,17,24	60:8 63:10	58:11	60:3	gist 58:11
25:6 36:22	64:2,9	fast 46:5,7	four 37:13 58:13	give 7:3,14 9:2
37:12,14,19	exhibits 12:2,18	February 1:17	58:14 59:7	28:7
40:3 41:5	expenses 21:14	3:21 5:1,9	free 21:25 36:4	given 40:5
43:24 50:14	25:11 56:16	feel 21:25 36:4	front 12:18,19	giving 7:16
53:23 59:18	experience	fees 25:9	12:25	go 19:24 28:17
60:22 61:10,11	11:23	field 27:23	FTE 56:4	33:15 45:23
63:15,17,23	explain 10:18	figures 62:16,18	fulfilled 40:9	47:1 59:4 63:6
ESQUIRE 2:4,8	36:4	file 29:10 66:4	full-time 55:25	goes 56:7,15
2:12,16,21	extent 27:16	filed 12:6 29:12	function 27:11	going 7:12 8:15
established		finance 38:23	37:24 51:8,11	16:17 23:20
24:17 25:8		financial-type	61:15	24:9 26:22
34:2	F	16:3	functions 20:22	45:21 46:9,20
estate 33:4,12	facilitate 24:21	fine 38:20 47:3	38:1 47:25	46:22 48:10
34:9,10,13,14	facilitating	54:14	58:20,20	49:22 56:21
34:18 37:4	facilities 25:11	finish 7:13	Fundamental	58:8,10,12
53:19 63:13,16	26:6,7,8,12,13	firm 14:22,23,25	11:12 15:6,12	62:6
63:23 64:3,6	26:16,22 27:11	18:16,17 19:1	15:15,23 16:2	good 5:6,19,22
64:10,15,16	32:22,23 33:25	23:9 24:7	16:6,12 17:8	6:23,24 7:16
et 1:10 5:12	34:23 36:2	31:17,23 53:20	39:20	8:19,22 12:21
Eureka 3:21 5:8	38:2,11,23	firms 25:23	funds 20:16	28:15 35:10
evening 45:25	39:1,2,3 41:3	first 6:15 33:14	further 38:15	gotten 18:9
everybody 46:3	54:19 55:18	37:21 39:16	65:16 67:14	governing 40:2
Everybody's	58:24 59:21,22	62:12		40:3,6,10,12
47:4,5	61:17 63:11,14	flow 30:11,13	G	government
exact 7:6 20:1	63:24 64:4,11	focus 45:24	G-R-U-N-S-T-...	29:12
		following 11:23		

Kenneth Tabler
February 15, 2022

Page 72

GP 41:6,12 42:9 42:12,16 grand 32:6 GrandCare 32:3 32:7,10,20 33:4 38:14 52:22,24 GrandCare's 38:23 grapple 36:15 Great 8:17,17 grounds 9:25 group 34:10 37:7 39:8 Grunstein 13:25 14:5,9 17:14 17:23 18:1,4 20:23 29:15 30:2,15 34:17 45:15,18 47:17 48:7,14 49:4,5 49:14 50:5,8 51:24 62:9 63:12,15,21 Grunstein's 15:1 guess 36:6 guesstimate 7:3 guy 11:19	2:22 5:12 6:3 9:21 12:7,7,13 12:13,14 16:13 20:17,18,20,20 20:24 21:2,15 21:18,21 22:2 22:3,11,13,16 22:22,24 23:2 23:4,12,16,17 23:22 24:5 26:1,5,11 27:1 27:3,9,15,16 27:19 28:19,22 28:24 29:2,7,7 29:8,19,20,24 30:17,18 31:6 37:25,25 38:4 38:5,6,6,22 39:15,17,24 40:11 45:6 47:7,9,11,18 47:21 48:15,18 48:23 49:2,5 50:17,19 51:1 51:14,14,22 52:7,15 54:10 57:4,13,13,14 57:14,25,25 58:1,1,15,15 58:16 59:11,12 59:14,17 60:9 60:15 hear 6:25 47:2,3 held 14:2,3,4 32:20 36:22 56:24 help 24:19 38:23 hereto 67:19 hereunto 67:20 Hey 65:13 hidden 36:14 Hills 42:24 hire 39:24 hired 17:25 45:5 45:9 50:21	51:18,20 hiring 40:4 history 30:16 60:23 hold 17:1 27:2 33:16 43:6 52:17 holder 14:8 holding 23:24 27:6 31:7,21 31:22 32:13,18 33:6,7,12,12 34:2,5,6 36:9 36:18 37:4 38:1,7,8 40:22 40:24,25 41:1 41:6,9,12,17 41:21 42:6,11 42:11,12,15 44:8,22 53:1,2 53:3,4,5,14 55:2 56:11,12 56:22 57:16,18 58:3,5,22 59:10,13,15,15 60:18 holdings 34:13 34:14 59:16 holds 23:25 31:2 31:21 42:6 53:23 60:17 63:9 home 9:8,19,21 10:1,20 30:24 hook 50:1 hour 45:21 hours 45:25 Houston 31:2,2 hundred 31:7 33:8 47:8 53:13 55:2,14 55:24 56:11,15 60:21,23 hypothetical 59:3	<hr/> I <hr/> impediments 7:16 important 9:14 Inc.'s 27:19 include 16:8 including 8:8 10:13 58:18 income 20:8,10 20:12 29:16 30:15 56:7 incomplete 59:3 incorporated 13:16 61:5 incur 25:11 INDEX 4:1,9 indicate 13:9 indicated 53:13 indirect 20:25 indirectly 60:9 64:10 individual 14:2 14:4 33:1 43:6 informed 45:19 initials 42:14 innocent 8:10 inspire 62:6 instance 11:10 40:23 62:16 insurance 53:22 53:24 54:5,9 54:13,15 intention 9:13 interest 23:20 33:16 34:7,17 42:17,19 63:22 64:2,5,9 interested 67:16 interpose 32:14 invitation 65:23 invoice 19:8 involve 30:12 involved 19:6 25:21 26:19 34:22 36:1,7	36:12 39:8 40:3,12 50:23 53:10,24 54:4 56:17 61:2,16 63:9,12 involvement 26:21 58:17,22 Irvine 2:23 issue 9:19,24 <hr/> J <hr/> joining 6:8 Jose 40:1,6,23 41:5,6,12 42:12,15 43:17 jumped 38:15 jurisdiction 64:21 <hr/> K <hr/> keep 7:16 45:25 62:14 Kenneth 1:16 3:20 4:5 5:10 6:13 67:4 kind 8:2 9:15 14:20 45:22 50:4 52:10 56:5 61:3 know 7:6 9:9,11 9:14 10:8 17:13 19:5,11 19:13 21:3,7,9 24:19 26:19 27:24 28:2,3 28:10,16 30:9 36:5,7,12 37:11 38:18 41:19 42:3 46:10 48:9 49:10,19,25 50:18 51:4 55:7,8,23 56:20 59:9 60:11,13,16,17
---	---	---	---	--

Kenneth Tabler
February 15, 2022

Page 73

60:19 61:24	lessee 43:16,17	34:20 35:24	52:22	Maryland 10:22
62:5,8,11	44:18,20	37:3 42:24	March 67:21	10:24 11:4
knowledge	lessor 44:8	44:12 47:25	Marilyn 55:12	15:4,7
17:20 19:4	let's 10:15 16:21	65:13	Marin 2:8 6:8	master 43:5,12
30:23 35:19	22:1,1 30:20	looking 8:24	65:10	Matt 3:5 5:22
39:11 48:12	43:3 44:12	34:21 35:25	Mariner 1:7,8,9	matter 5:11
63:21,25 64:1	47:1 62:22,25	41:8	2:22 5:12 6:3	64:25
64:7,13	62:25 63:1,6	Lori 2:12 6:6	9:20 11:10	matters 11:24
known 62:13	liability 43:4	Lori.Schnall...	12:7,7,13,13	mean 17:8 28:13
Kristy 3:6 6:2	licensee 32:22	2:15	12:14 15:16	45:23
51:5,5,13	licensees 33:1	Los 2:16,18	16:7,13 20:17	meaning 33:8
Kristy's 51:10	licenses 32:21	lot 11:22 25:5	20:18,19,20,24	meet 52:17
<hr/>	limited 41:24	26:21 38:11	21:2,14,18,21	meeting 52:17
L	42:3,7 43:4	51:11 59:5	22:2,3,11,13	meetings 50:9
LA 6:6	Linda 3:6 5:25	low 62:19	22:16,22,24	52:15
lack 54:14	40:9,16 41:11	Loyola 11:15	23:1,4,12,15	member 13:25
land 44:1,14,16	41:14,18,20	lozenge 24:10	23:17,22 24:5	18:24
44:19	50:12,16 51:12	LP 41:5 44:21	24:22 26:6,7	members 32:7
landlord 43:19	62:8	LPs 41:24	27:1,3,9,11,15	32:12,18 40:3
language 20:1	line 23:12,19	<hr/>	27:16,19 28:19	52:22
large 26:22	litigation 51:4,9	M	28:22,24 29:2	membership
lastly 58:16	little 15:10 23:14	MAC 24:16	29:7,7,8,19,20	33:8
law 14:22,23,25	33:14,22 36:6	31:21 32:13,18	29:24 30:17,18	memorized
18:16,17 19:1	37:20 42:8,23	53:1,2,3,4,4	30:22 31:6	14:24 28:8
23:9 24:7	live 10:21,21	55:2 56:11,12	33:16 34:10,12	mentioned 11:24
25:23 31:17,23	lives 9:9 18:15	56:22 58:19	37:24 38:4,5,6	16:18
41:24 52:16	LLC 32:3,7,10	59:15,15 60:17	38:6,22 39:14	merely 36:18
53:20	32:20 33:4	Madam 10:2	39:17,24 40:11	57:15 58:2
lawsuit 6:1	41:7,12 42:12	35:21 57:21	45:6 47:7,8,11	MHC 24:13 31:7
lease 19:12,13	42:16,21 43:4	66:2	47:18,21 48:14	microphone
20:15 23:4	43:9,16 44:8	main 28:12	48:17,23 49:2	24:10
33:16 37:15,16	52:22,22,24	majority 40:19	49:5 50:17,19	Mikikian 2:16
43:8,11,12,14	53:22 54:17	making 48:13	51:1,14,14,21	6:5 65:18
43:15,18 44:22	56:7,25 58:18	Management	52:6,15 53:22	miles 11:2
63:9	loan 38:11,22	1:9 12:8,15	54:4,5,10,16	minutes 46:18
leases 23:8 43:6	39:2,3	20:20 23:12,17	54:19 57:4,13	62:2
43:25	located 5:8	23:22 27:1,16	57:13,14,25	misquoted 36:11
leave 9:20 49:25	location 19:9	29:7 38:22	58:1,1,15,15	missed 8:19
left 33:23 42:24	27:21 28:4	47:9 51:15	58:16 59:11,12	misspoke 12:10
53:1	long 30:10 46:6	57:14 58:1,16	59:14,16 60:2	mistaken 55:7
left-hand 7:25	46:16	59:14	60:9,14,22	misunderstood
legal 6:2 19:23	longer 9:22	managements	63:19 64:12	36:11
49:12 51:3,9	32:25 37:13	51:4	mark 10:3	mix 38:17
Len 63:15	60:20	managers 32:10	marked 4:11	mixing 38:12
Leonard 15:1	look 31:5 33:14	managing 51:9	10:5 12:4,9,24	moment 16:22

Kenneth Tabler
February 15, 2022

Page 74

33:23 money 39:4,5 62:9 Monterey 44:12 44:14,19,20,23 44:25 morning 5:6,19 5:22 6:23,24 motion 4:14 10:9 12:6 move 10:15 Mr.Allen 25:15 mustache 65:12 mute 46:21 muted 47:5	53:18 never 9:19 19:4 19:6 30:8 new 24:24 25:4 noise 23:14 nom 19:11 nominal 19:1,9 27:25 31:23 north 31:2 note 33:22 60:8 notes 45:23 Nothing's 56:14 notice 4:13 12:2 12:2 noticing 5:18 number 5:12 7:6 26:22 32:21 36:8 50:22 56:2,3,4 60:2 nurses 24:19 26:1,4 nursing 32:21 32:23 33:25 34:22 36:2,23 37:1 38:2 39:25 41:3 43:13 55:18 57:19 58:24 59:21,22 63:11 63:14,24 64:3 64:11	62:7 objections 10:12 35:7 observe 6:9 obviously 11:22 36:7 40:7 occupational 54:22 occurred 39:10 Ocean 2:5 office 5:8 6:6,7,8 9:23 11:7,8,9 11:12 14:15,16 14:18,20,22 15:4 16:17 18:16 19:2,12 22:7,22,23,25 23:1 24:4 27:10,20,25 28:1,7 30:21 30:25 31:3,16 31:23 53:19 55:15 officer 9:16 13:10,13 17:1 17:16 22:3,6 31:10 41:11,14 41:18 50:19 51:3 53:11 64:8 officers 13:15 17:19 18:12 20:3,5 22:8 25:3,6 28:22 28:25 31:13,23 32:7,8,9 41:9 51:16 53:4 56:17 offices 11:9 official 49:11 52:1 offshore 54:3 Oh 35:2 60:7 okay 6:4,10 7:2 7:8,19 8:15,18	10:25 11:6,14 12:1 13:7,15 13:22 14:14,19 14:23 15:3,25 16:15,21 17:11 17:11,15,25 18:6,11,14,16 18:23 19:1 20:8,18,23 21:4,10,23,25 23:6,10 25:1 25:25 26:11,16 26:21 27:1,9 27:19,25 28:18 28:22 29:1,5 29:10,15,20,24 30:14,20 31:1 31:5,19,21 32:1,3,12,19 33:6,14 34:8 34:17,20 35:11 35:21 37:3,9 37:17,22 39:13 39:23 40:16 42:6,11,18,22 43:3 44:3,12 44:17 45:3,16 46:11,15,20 47:4 49:4,8,15 49:18 50:12,21 50:25 51:12,18 52:10,14,18,21 53:1,18 54:1 54:13,17,20 55:10,15 56:6 56:24 57:2,7 57:10 58:10 59:5,19,25 60:5 61:7,13 61:15,20 62:20 63:3,6,17,21 64:19 66:1,5 66:13 old 49:18 ones 35:6	operate 33:11,25 operated 60:3 60:15,23 operating 6:1 33:1,24 34:3,9 40:1,17,21,23 41:2,5,5,7,13 41:15,22,23 42:2,19,21 43:3,7,9,11,16 43:17,18,19,24 44:4,4,9,12,20 44:23,24 45:1 54:10 55:18 56:9 57:19 58:25 operation 34:22 36:2 operational 37:13 operations 36:13 38:24 39:6 60:18 opinion 65:20 opposed 61:10 order 30:1 org 23:15 53:14 organizational 4:15 12:22 13:3,7 23:11 outcome 67:16 outside 25:23 26:16 59:8 60:19 oversees 24:18 Owen 3:6 6:2 12:23 50:25 51:5 owned 34:10 47:8 53:13 55:2 56:11 60:22 owner 15:24 43:15 44:18 owners 15:22
<hr/> N <hr/> name 5:7 14:23 23:4 24:21 named 6:1 names 60:13 naming 12:11 National 1:8 11:10 12:8,14 13:10,15,22,24 14:14 15:3 16:21,23 17:3 17:4,7,12,16 17:21 19:15,19 20:2,10,19 21:1,4,8,11,12 21:17,21 22:19 22:25 24:5 27:15 29:6,17 31:17 51:13 57:12,24 58:14 59:9 nature 25:22 navigate 28:10 near 60:6 need 9:8,15 10:14,18 27:17 28:3 58:7 needed 25:10 neither 51:12	<hr/> O <hr/> Oakland 2:14 28:1,5 48:5,8,9 oath 6:17 7:8 object 9:7,10,18 9:25 10:7 15:8 18:19 19:22 30:3 34:24 58:7 59:2 objecting 35:1 35:18 objection 32:14 35:5,10,19			

Kenneth Tabler
February 15, 2022

Page 75

ownership 15:20 19:20 20:6,24 20:25 21:1,18 23:16,20 31:7 33:9 41:7 42:25 44:1 47:7 54:3 59:14 63:22 64:2,5,9,14	parties 12:11 56:1 67:15,18 partner 18:24 42:7,10,13,16 partners 41:25 42:1 partnership 41:25 42:1 partnerships 42:3 party 43:25 44:1 44:13 pass 18:7 29:25 passed 14:5 29:16 49:2 passing 48:8 49:4 patience 60:7 patients 54:24 Pause 46:25 63:5 pay 20:15 21:14 29:20 56:12 payroll 21:13 pays 43:25 penalty 67:19 pending 7:12 people 1:4 5:11 19:18,19 27:23 28:3,3 36:25 52:7 percent 31:7 33:8 42:7,10 42:16,19 47:8 53:13 55:2,14 56:11,15 percentage 21:3 Perez 2:8 6:7 8:24 65:10,15 performs 59:17 period 46:15 60:1 62:23 perjury 67:19 person 20:5	24:18 49:20 67:10 personnel 26:1,5 phone 7:22,24 8:8,13 46:11 physical 27:21 54:22 picked 8:22 picture 65:14 pieces 34:3 place 1:19 67:10 plaintiff 1:5 2:3 3:21 5:13 6:14 please 5:17 9:3 14:10 57:22 66:4 point 23:24 25:4 26:18 27:5 32:19 34:7,12 35:4 38:21 39:9 46:10 48:11,19 60:14 pointed 41:6 policy 54:1,2 portion 63:15 position 17:1 29:1 40:8 45:13,17 47:21 48:17 49:1 50:24,25 51:13 51:21,23 possible 46:5,8 precise 38:19 prefer 8:7,11 46:4 present 3:4 5:24 president 5:25 13:14 16:23 17:12,25 22:7 28:19 29:3 31:11 40:10,16 41:12 45:6,18 48:3,19 50:13 50:16 51:21 presidents 40:15 pretty 38:7	65:19 previously 49:9 57:17 58:4,18 58:21 60:14 primary 27:10 51:11 Prince 3:6 6:2 prior 17:1,5,6,11 17:15,18,21 18:21 48:8,12 48:12 49:4 60:2 privacy 9:7,10 9:25 10:13 probably 10:8 45:23 62:4,20 proceed 47:6 proceedings 46:25 63:5 process 40:2,13 proclamation 49:11 produced 5:14 profit 56:19 program 39:14 39:19 54:4 promise 9:12 property 24:2 43:20 provide 9:21 16:11,16 19:9 19:11 24:17 54:9 55:21 66:11 provided 17:6 provides 16:2,13 54:18 55:17 providing 16:7 30:25 56:8 57:16 58:3 public 11:19 60:15 purpose 41:21 42:2 54:8 purposes 36:25	pursuant 5:15 put 8:2,15 27:22 <hr/> Q quarterly 50:4,7 50:10 quash 4:14 12:7 question 7:12 10:3 19:22,25 23:18 25:15 30:21 35:13,22 36:5 38:16,20 51:25 56:20 57:8,22 58:11 58:13 59:6 61:18,25 62:11 62:12 65:8 question's 15:8 30:3 35:3 questions 46:7 64:20,23 65:6 65:11,16,18 quick 62:22 <hr/> R Rafael 2:10 raise 6:11 range 56:5 62:19 62:19 reached 45:10 read 25:16 35:15 35:22 42:14 57:21 66:7 real 33:4,11 34:8 34:9,13,14,18 37:4 53:18 62:22 63:13,16 63:23 64:3,6 64:10,15,16 really 10:21 27:21 30:10 37:13 39:18 47:23 60:3 reasons 9:1 receive 22:10
---	---	---	--	--

Kenneth Tabler
February 15, 2022

Page 76

29:15 49:5 received 11:18 receives 29:18 62:9 record 10:5 46:13 47:1 63:6,7 recover 25:10 recruiting 24:13 24:16,18,18,21 25:10,25 26:4 26:13 27:3 36:24,25 58:19 58:19 reduced 67:12 refer 21:25 referring 26:8 26:12 36:12 42:15 refuse 10:7 regard 57:12,24 regarding 51:23 Regional 40:15 registered 61:8 61:11 regular 20:11 related 57:20 58:25 60:24 67:17 relationship 18:22 49:16 relative 60:1 remember 28:11 37:14 57:10 Remind 45:6 remote 1:16,19 5:10 remotely 67:5 renew 37:16 rent 43:25 renting 30:24 repeat 19:25 repeating 57:3 rephrase 38:20 41:16 51:19	58:8 report 29:12 50:4,7 reporter 1:20 5:6 6:10,18 10:2,4 35:15 35:21,23 57:21 57:23 65:3 66:1,2,5,9,13 67:1,9 reports 16:19 represent 9:22 58:22 representatives 52:6 required 52:16 54:23 requirements 25:24 residence 9:2,5 9:14 residents 54:24 resolution 52:11 responsible 20:21 restaurant 28:15 return 29:6,11 revenue 20:13 21:13 22:14 25:7 31:19 32:1 36:19 56:6,12,15,21 review 45:23 RG21095881 1:6 5:13 right 6:11,25 7:25 9:10 10:8 12:20 23:10 27:12 28:14 30:2 34:11 37:24 43:21 46:20,21,23 49:24,24 50:1 51:6 60:5 61:21 64:19	66:13 Road 2:22 role 52:8 54:17 room 5:24 7:20 8:12 Ross 2:21 5:22 5:22 9:4,7,10 9:18 10:10,17 12:10 15:8 18:2,19 19:22 25:14,19 30:3 30:7 32:14 34:24 35:1,3,6 35:11,18 38:25 39:3,7 46:23 47:5 57:21 58:6,9,10 59:2 65:5,12,21 66:2,2,14 running 39:18 RVPs 40:11,14 <hr/> S <hr/> Sacramento 37:15 salary 21:4,8 22:10 29:18 30:17 47:17 48:14,21 49:5 49:8,12 62:10 62:15 sales 27:22,23 Sam 31:1 San 2:10 40:1,6 40:23 41:4,6 41:12 42:12,15 43:17 Santa 2:4,6 5:21 40:24 SAP 39:13,16 Sarcauga 55:9 55:11 SAVA 26:23 63:18 says 33:16,19,20	43:4 60:8 Schnall 2:12 6:6 65:16 seats 47:15 seceded 49:8 second 33:19 35:23 second-amend... 4:13 12:2 see 8:16 10:15 16:9 23:13 24:14 31:6 33:17,21 60:17 61:16 62:2,22 63:1,10 64:2,9 seen 13:3 19:7 send 66:10 Senior 1:8 11:10 12:8,14 13:10 13:16,23,24 14:14 15:3 16:21,24 17:3 17:5,7,12,16 17:21 19:15,19 20:2,10,19 21:1,4,8,11,12 21:17,21 22:19 22:25 24:5 27:15 29:6,17 31:17 51:13 57:12,24 58:14 59:10 sent 12:1,19 separate 15:16 23:8 37:6 43:15 separately 10:3 serve 9:15 served 9:22 service 4:14 12:7 54:18,20 57:18 58:5 services 11:13 15:7,13,15,23 16:2,4,6,7,11	16:12,14,15 17:6,9 19:8 24:18 39:21 55:17,18,21 56:8 57:17 58:4 59:17 serving 27:24 set 8:18 67:20 seven 52:13 62:18 Seza 2:16 6:5 share 24:4 31:16 shareholder 13:24 17:22 19:21 20:4 22:19 29:15,21 42:18 shareholders 13:22 shares 14:8 27:3 shell 61:7,11 short 45:22 shortage 24:20 shorthand 67:9 67:9 show 33:24 showing 37:4 shown 60:10,12 side 8:1 sign 52:12 66:7 significant 62:15 similar 38:24 44:7 45:1 sir 7:1 13:2 14:7 17:10 20:1 22:5,18 23:18 24:6 28:6,21 31:9 46:16 47:3 49:21 63:20 Sister 49:15 sit 63:13,24 64:3 64:10 sits 43:14 44:15 sitting 7:25
--	--	---	--	---

Kenneth Tabler
February 15, 2022

Page 77

six 62:16	spells 14:12	T	59:6 67:8,11	37:12
six-figure 62:18	spin 63:19	Tabler 1:16 3:20	Texas 30:22,25	time 1:18 5:9
62:19	standpoint 21:2	4:5 5:11 6:10	text 66:3	8:22 17:22
skewed 18:9	started 40:5	6:13,23 7:2	thank 6:18	24:11 30:10
skill 63:10	starting 5:18	9:16 10:19	12:13 25:19	32:15,16,17
skilled 32:21,22	stash 65:15	19:24 35:13	28:18 39:7	35:20 46:15
33:25 34:22	state 1:4 5:11,17	47:2 59:4 60:6	46:23,24 50:3	48:2 60:1
36:2,23 37:1	18:14 42:4	61:22 63:8	58:9 60:6 63:3	62:23 67:10
38:2 39:25	59:8 60:19	66:6 67:5	63:4 65:1,11	timeframe 18:8
41:2 43:13	61:5,8	Taetz 3:6 5:25	65:17,18 66:13	18:10 25:2
55:18 57:19	stated 67:11	40:9,16 41:11	66:14	26:19
58:24 59:21,22	states 60:2,16	41:20 50:12,16	theoretically	times 7:4,7
63:11,14,24	stay 62:24	50:22 62:8	30:11	title 33:15 47:23
64:3,11	stock 14:3	take 7:10 15:22	therapies 54:23	49:3 50:18
Skyline 40:1,6	stopped 43:1	44:7 45:22	therapists 56:2	51:5 53:23
40:24 41:4,6	stream 20:11	46:5 51:12	therapy 54:18	today 7:20
41:10,12 42:12	22:13 31:19	52:8 56:6 62:1	54:20,21 55:17	Today's 5:8
42:15 43:14,17	32:1 36:19	62:21,25	therefrom 5:15	told 51:25 52:1
44:24 45:1	56:7	taken 3:20 5:13	thereto 64:17	top 41:20 62:14
slightly 38:25	street 2:5,13,17	7:3,5,9 67:8	67:18	Trabuco 2:22
small 56:19	28:11,12,15	talk 8:11 35:20	thing 25:24	transcript 5:14
smaller 56:4	structure 41:19	36:24 43:3	33:19 46:22	9:19 65:4,24
Smikikian@d...	subject 64:20,25	45:12 46:9	49:12	66:3
2:19	sublease 43:22	talked 36:20	things 38:11,16	transcripts 66:8
software 39:13	44:9,23,25	talking 38:13,14	38:24 51:11	treaties 25:24
39:19	subleases 44:3	54:21	63:19	Tree 37:15
sole 17:22 19:21	subsidiary 21:19	task 47:24	think 7:4 8:22	trouble 36:6
20:3 22:19	suggests 24:21	tax 16:19 29:5,6	12:10 14:13	49:22
31:16	suite 2:5,9,13,17	42:4	16:18 17:13	true 26:20 37:17
sorry 8:19 9:4	14:20	tell 60:13 62:5	18:21 19:11	38:21 39:12
21:20 23:14	summary 58:11	67:6	22:4 23:4,15	45:2 56:23
24:9 25:14	superior 1:1	telling 23:15	28:12 29:3	59:24 67:20
41:16 50:15	10:9	Temple 2:17	30:12 34:3	trust 14:2
sort 25:24	supervision	ten 63:1	38:13,15 39:16	truth 6:15,16,16
source 20:13	67:13	tenant 43:5	40:18,19 42:9	67:6,6,7
21:13 25:7	support 4:14	term 32:8,9	42:14,15 50:10	try 45:24 58:11
Sparks 11:4	12:6 16:18,20	40:18	51:4 55:9 56:3	trying 30:5
15:4,7	sure 8:4 10:4	terms 19:20 25:9	56:19 57:2	36:14
speak 46:13	25:5 30:7	26:11 30:14	58:6 59:6,7	Tuesday 1:17
60:20 65:7,9	35:23 46:4	49:10 52:6	61:21 64:19	5:1,9
speaking 35:7	55:13,14 57:23	61:5	65:23,23	turn 22:1 30:20
specific 35:6,9	sworn 6:11,15	testified 6:17	third 43:25,25	46:21
47:25 48:17	synonymous	testify 6:15	44:13 56:1	two 13:21 19:18
speech 54:22	33:9	testimony 7:14	three 12:1 19:19	24:24 31:13,23
spell 14:10	system 52:7	7:16 10:11	24:25 30:1	34:3 37:9,9,17

Kenneth Tabler
February 15, 2022

Page 78

40:19 41:25 42:1,24 51:16 53:7 60:8 type 54:21 types 16:15,20 typewriting 67:12 typically 41:17	versus 5:12 vice 29:3 40:15 50:12,16 video 46:21 videoconference 1:16 67:6 visas 25:24 vs 1:6	West 2:17 31:21 32:13,18 53:3 53:5 60:17 widow 49:15 wife 14:9 49:17 52:1 65:15 within-entitled 67:7 witness 4:1,3 5:23 6:14 18:4 18:20 19:25 25:20 30:8 32:17 39:8 46:4,15,20 47:3,6 59:5 62:1,23 63:3 65:13 66:11 67:4,8,11 word 16:1 36:7 36:12 54:14 words 29:10 39:4 56:21 work 25:13,18 27:14 30:24 54:4 worked 18:22 Worker's 54:14 Workers' 53:25 54:9 world 9:13 wrap 62:22 63:2 write 54:2 57:11 writer 54:1 wrong 10:14	24:25 30:9 37:13 45:15 50:23 52:13 young 11:19 <hr/> Z <hr/> Zoom 5:10,23 8:11,22 67:5 <hr/> 0 <hr/> 1 <hr/> 14:13 12:4 67:21 10 46:18,19 10:57 63:1 1000 2:17 10811 1:20 3:22 5:7 67:3,24 11:00 63:1 11:11 66:15 12 4:13,14,15 8:21 31:4 1225 2:13 145 2:9 15 1:17 3:21 5:1 5:9 11:2 60:16 18 26:8,9 1980 11:18 <hr/> 2 <hr/> 2 4:14 12:5,9 33:7,12 44:8 44:24 20 7:7 26:9,13 28:3 60:16 200 2:5 2011 31:4,4 39:9 39:12 60:2,3 2012 29:22 30:17 2014 16:25 17:2 17:5,11,15,18 17:21 18:2,3,4 18:11 45:6 48:3,10,20,21	49:1 2017 18:9 2018 18:9 2021 33:17 2022 1:17 3:22 5:1,9 67:21 2025 5:16 211 2:17 213 2:18 25 28:3 46:19 257-2450 2:18 272-6222 2:14 <hr/> 3 <hr/> 3 4:15 12:22,24 16:9 21:25 24:14 31:5 34:2,5 60:8 63:10 64:2,9 3501 2:9 <hr/> 4 <hr/> 415 2:10 45-minute 11:3 454-2930 2:6 473-6450 2:10 <hr/> 5 <hr/> 50 49:24 510 2:14 5300 31:1 5440 2:22 <hr/> 6 <hr/> 6 4:5 65 49:20 <hr/> 7 <hr/> 701 2:5 <hr/> 8 <hr/> 831 2:6 <hr/> 9 <hr/> 9:04 1:18 3:22 5:3,9
<hr/> U <hr/> ultimately 29:17 unclear 42:23 underneath 43:10 understand 7:8 7:17 10:17 20:1 30:5 32:20 35:12 36:17 44:13 46:6 understanding 14:5 upper 10:23 33:22 upper-left 60:7 Upperco 10:22 10:24 use 14:17 23:7 28:3 36:6,12 39:16 46:11 uses 22:23 54:16 Usually 28:9 <hr/> V <hr/> vague 15:8 30:4 32:15 35:8,9 59:3 valid 61:7 valuable 51:10 various 25:10,23 26:6,7 29:12 29:16 40:2 44:4 50:9 54:23 56:8 60:18	<hr/> W <hr/> W-2s 56:4 want 8:5 9:18 22:1 23:3 27:23 33:15 35:15 36:10,11 36:13 38:17 45:24 46:5,7 46:10,16 62:1 62:24 65:24 wanted 61:24 Washington 55:12 wasn't 18:23 way 25:8 30:16 38:10 67:16 we'll 8:6 10:6,15 13:7 28:17 33:23 47:6 62:2 64:24,24 we're 10:10 26:12 27:22 33:14 34:21 35:25 46:13 52:16 58:12 60:6 63:7 65:23 we've 19:4 36:7 36:19 45:21 58:17,20 59:7 59:13,16 60:14 weather 8:25 Webb 1:20 3:22 5:7 67:3,24 welcome 46:12 46:13	<hr/> X <hr/> Y <hr/> yeah 27:5 35:17 38:4 42:14 45:4 49:22 52:12 53:16 62:21 65:19 year 56:4 years 11:22		

Kenneth Tabler
February 15, 2022

Page 79

900 2:13				
90012 2:18				
92620-5704 2:23				
94612-4208 2:14				
949-238-7775				
2:23				
94903-4189 2:10				
95060 2:6				
99 42:19				

EXHIBIT

2



State of California
Secretary of State

LIMITED LIABILITY COMPANY
ARTICLES OF ORGANIZATION

LLC-1

File # **200735210059**

FILED
In the office of the Secretary of State
of the State of California

DEC 17 2007

A \$70.00 filing fee must accompany this form.

IMPORTANT – Read instructions before completing this form.

This Space For Filing Use Only

ENTITY NAME (End the name with the words "Limited Liability Company," or the abbreviations "LLC" or "L.L.C." The words "Limited" and "Company" may be abbreviated to "Ltd." and "Co.," respectively.)

1. NAME OF LIMITED LIABILITY COMPANY

TAMPA AVENUE PROPERTY LLC

PURPOSE (The following statement is required by statute and should not be altered.)

2 THE PURPOSE OF THE LIMITED LIABILITY COMPANY IS TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH A LIMITED LIABILITY COMPANY MAY BE ORGANIZED UNDER THE BEVERLY-KILLEA LIMITED LIABILITY COMPANY ACT.

INITIAL AGENT FOR SERVICE OF PROCESS (If the agent is an individual, the agent must reside in California and both Items 3 and 4 must be completed. If the agent is a corporation, the agent must have on file with the California Secretary of State a certificate pursuant to Corporations Code section 1505 and Item 3 must be completed (leave Item 4 blank).)

3 NAME OF INITIAL AGENT FOR SERVICE OF PROCESS

Eugene H. Miller

4. IF AN INDIVIDUAL, ADDRESS OF INITIAL AGENT FOR SERVICE OF PROCESS IN CALIFORNIA CITY STATE ZIP CODE

1331 N. California Boulevard

Walnut Creek, CA 94596

MANAGEMENT (Check only one)

5. THE LIMITED LIABILITY COMPANY WILL BE MANAGED BY:



ONE MANAGER



MORE THAN ONE MANAGER



ALL LIMITED LIABILITY COMPANY MEMBER(S)

ADDITIONAL INFORMATION

6. ADDITIONAL INFORMATION SET FORTH ON THE ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE A PART OF THIS CERTIFICATE.

EXECUTION

7. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED

December 17, 2007

DATE

SIGNATURE OF ORGANIZER

Eugene H. Miller

TYPE OR PRINT NAME OF ORGANIZER



STATE OF CALIFORNIA
Office of the Secretary of State
STATEMENT OF INFORMATION
LIMITED LIABILITY COMPANY
California Secretary of State
1500 11th Street
Sacramento, California 95814
(916) 653-3516

For Office Use Only

-FILED-

File No.: BA20220602011

Date Filed: 8/1/2022

B0971-0895 08/01/2022 3:25 PM Received by California Secretary of State

Entity Details					
Limited Liability Company Name	TAMPA AVENUE PROPERTY LLC				
Entity No.	200735210059				
Formed In	CALIFORNIA				
Street Address of Principal Office of LLC					
Principal Address	1179 WEST A STREET 130 HAYWARD, CA 94541				
Mailing Address of LLC					
Mailing Address	27R ELIOT STREET JAMAICA PLAIN, MA 02130				
Attention					
Street Address of California Office of LLC					
Street Address of California Office	720 14TH STREET SACRAMENTO, CA 95814				
Manager(s) or Member(s)					
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%;">Manager or Member Name</th> <th style="width: 50%;">Manager or Member Address</th> </tr> </thead> <tbody> <tr> <td style="padding: 5px;">Pichey Properties, LLC</td> <td style="padding: 5px;">27R Eliot Street Jamaica Plain, MA 02130</td> </tr> </tbody> </table>	Manager or Member Name	Manager or Member Address	Pichey Properties, LLC	27R Eliot Street Jamaica Plain, MA 02130	
Manager or Member Name	Manager or Member Address				
Pichey Properties, LLC	27R Eliot Street Jamaica Plain, MA 02130				
Agent for Service of Process					
California Registered Corporate Agent (1505)	CORP2000 Registered Corporate 1505 Agent				
Type of Business					
Type of Business	REAL ESTATE PROPERTY OWNER				
Email Notifications					
Opt-in Email Notifications	Yes, I opt-in to receive entity notifications via email.				
Chief Executive Officer (CEO)					
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%;">CEO Name</th> <th style="width: 50%;">CEO Address</th> </tr> </thead> <tbody> <tr> <td colspan="2" style="padding: 5px; text-align: center;">None Entered</td> </tr> </tbody> </table>	CEO Name	CEO Address	None Entered		
CEO Name	CEO Address				
None Entered					
Labor Judgment					
No Manager or Member of this Limited Liability Company has an outstanding final judgment issued by the Division of Labor Standards Enforcement or a court of law, for which no appeal therefrom is pending, for the violation of any wage order or provision of the Labor Code.					
Electronic Signature					
<input checked="" type="checkbox"/> By signing, I affirm under penalty of perjury that the information herein is true and correct and that I am authorized by California law to sign.					
<i>Miriam Dale Pichey</i> <hr/> Signature	08/01/2022 <hr/> Date				

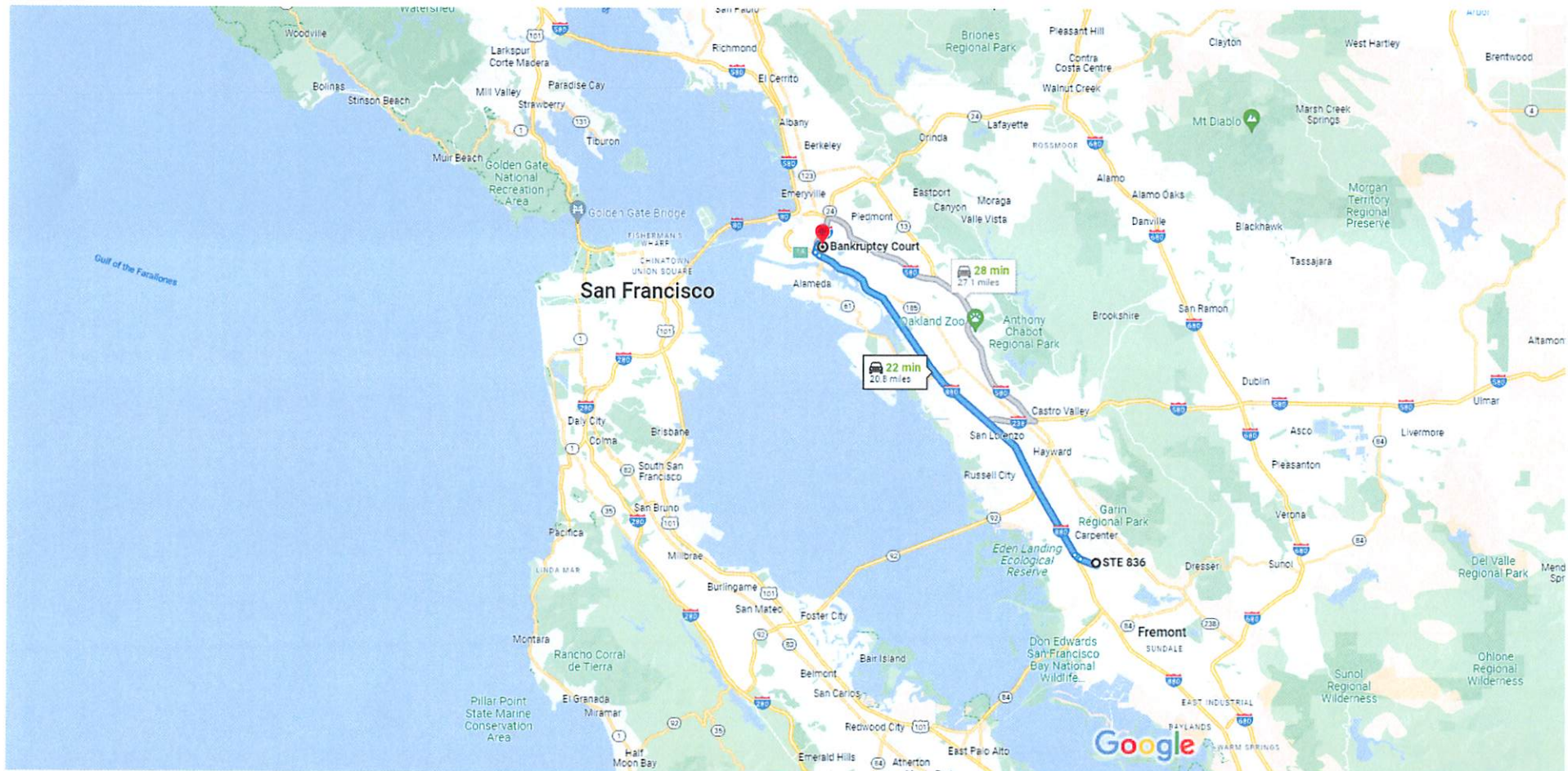
EXHIBIT

3



32980 Alvarado-Niles Rd STE 836, Union City, CA 945873186 to Bankruptcy Court,
1300 Clay St, Oakland, CA 94612

Drive 20.8 miles, 22 min



Map data ©2022 Google 2 mi



via I-880 N

22 min

Fastest route now due to traffic
conditions

20.8 miles



via I-880 N and I-580 W

28 min

27.1 miles